

PROCEEDINGS OF THE BROWN COUNTY BOARD OF SUPERVISORS
SEPTEMBER 18, 2013

Pursuant to Section 19.84 and 59.14, Wis. Stats., notice is hereby given to the public that the REGULAR meeting of the **BROWN COUNTY BOARD OF SUPERVISORS** was held on **Wednesday, September 18, 2013, at 7:00 p.m.**, in the Legislative Room 203, 100 North Jefferson Street, Green Bay, Wisconsin.

The following matters will be considered:

Call to order at 7:00 p.m.

Invocation.

Pledge of Allegiance to the Flag.

Present: Sieber, De Wane, Nicholson, Hoyer, Hopp, Haefs, Erickson, Evans, Vander Leest, Zima, Buckley, La Violette, Katers, Kaster, Van Dyck, Jamir, Robinson, Clancy, Campbell, Moynihan, Steffen, Carpenter, Lund

Excused: Landwehr, Dantine
Supervisor Fewell arrived at 7:10 p.m.

Total Present: 24 Total Excused: 2

No. 1 -- ADOPTION OF AGENDA.

A motion was made by Vice Chair Lund and seconded by Supervisor Zima **“to adopt the agenda as amended by taking Resolutions #10c, #10d, and #10e after item #7b.** Voice vote taken. Motion carried unanimously with no abstentions.

No. 2 -- COMMENTS FROM THE PUBLIC: NONE

- a) Must be limited to items not on the agenda.
- b) State name and address for the record.
- c) Comments will be limited to five minutes.
- d) The Board's role is to listen and not discuss comments nor take action of those comments at this meeting.

No. 3 -- APPROVAL OF MINUTES OF AUGUST 21, 2013.

A motion was made by Supervisor Nicholson and seconded by Supervisor Kaster **“to approve the minutes of the August 21, 2013 meeting”.** Voice vote taken. Motion carried unanimously with no abstentions.

No. 4 -- ANNOUNCEMENTS OF SUPERVISORS.

Supervisor Kaster invited everyone to attend the Bellevue Fire Department's Fish Boil and Open House at 1811 Allouez Avenue on Friday, September 27th from 4:30-8 p.m.

Supervisor Robinson announced that September 21st from 10 a.m. to 5 p.m. is SNC Day at St. Norbert College. Mr. Robinson invited everyone to come and partake in the open house, campus tours, and attend the Donald J. Schneider 5K run.

Supervisor Vander Leest announced that the Education and Recreation Committee will be meeting on October 3rd at the NEW Zoo. Tours will be held at 5:00 p.m., with the meeting to follow at 5:45 p.m. Mr. Vander Leest invited all Supervisors to attend the meeting.

Supervisor Haefs wanted to let the County Board know that his support of the 35 mph speed limit on GV was the first dumb vote that he has made.

No. 5 -- COMMUNICATIONS. NONE

Late Communications:

No. 5a -- FROM SUPERVISORS VAN DYCK AND CLANCY RE: TO CONSIDER INSTALLING CABLE BARRICADES AT THE END OF THE 4 ROADS INTERSECTING WITH COUNTY HWY ZZ.

Refer to Planning, Development and Transportation Committee.

No. 5b -- FROM SUPERVISOR ROBINSON RE: THAT THE COUNTY EXPLORE REVIVING THE "HOMELESS ISSUES AND AFFORDABLE HOUSING SUBCOMMITTEE," WHICH OPERATED FROM 2006-2009, AS A MEANS BY WHICH IT CAN COLLABORATE WITH THE CITY OF GREEN BAY AND THE HOPE TASK FORCE TO ADDRESS THE PROBLEM OF HOMELESSNESS IN OUR COMMUNITY.

Refer to Human Services Committee.

No. 6 -- APPOINTMENTS. NONE

No. 7a -- REPORT BY COUNTY EXECUTIVE.

County Executive Streckenbach welcomed Supervisor Tom Katers to the County Board, and stated that he looks forward to working with Mr. Katers in the future.

Executive Streckenbach stated that September is National Recovery Month, which celebrates and opens discussions on the options for those seeking mental health treatment and sobriety. County Executive Streckenbach supports the discussion and creation of alternative treatment options and programs. Mr. Streckenbach stated that he, Judge Hammer, and other community leaders are recognizing this month in support of those seeking treatment.

County Executive Streckenbach also stated that he, along with Supervisor Evans, District Attorney Lasee, and Sheriff Gossage are working to apply for a state funded TAD Grant, which would be used for creating treatment alternatives. Executive Streckenbach stated that now is the time to look at new ways to help those seeking treatment and that all alternatives and options to help these individuals be successful in life ought to be considered going forward.

Executive Streckenbach stated that he along with the Brown County Library Board President, the Library Director, and citizen Harry Meyer attended a meeting in Madison in order to oppose a bill that would allow adjacent library systems to charge Brown County residents. Mr. Streckenbach felt this bill is a form of double taxation as Brown County residents already pay for the upkeep of their libraries and therefore testified his opposition to the proposed bill.

County Executive Streckenbach announced that he along with Supervisor Sieber, Supervisor Evans, and Supervisor Robinson met in order to discuss ways to ensure that students are prepared for the workforce and their future careers. Mr. Streckenbach stated that the community along with the United Way and Cradle to Career must come together to work on strategies to ensure that students are successful in the future; especially as the community will be faced with employment issues by 2030. Executive Streckenbach declared that some items of discussion are addressing and improving student dropout and graduation rates.

Executive Streckenbach announced that he met with health care organizations in order to discuss alternative ways to divert waste and compost. Mr. Streckenbach stated that large organizations and corporations such as the Green Bay Packers are also getting involved in order to help assist in this effort and other 'Zero Waste Initiatives'.

County Executive Streckenbach stated the Children's Charity Golf Classic raised \$51,000 for CASA and \$20,000 for the NWTC Foundation. Executive Streckenbach extended his appreciation and commended Cathy Williquette and the steering committee members for their work on this annual charity golf outing.

No. 7b -- REPORT BY BOARD CHAIRMAN.

Chairman Moynihan extended his thanks to Aaron Schutte, Brent Miller, and Judy Knudsen for their work on holding the listening sessions.

Chair Moynihan expressed his desire for October committee dates, for 2014 budgets, to be firmed up as soon as possible.

Chairman Moynihan reminded all board members that the 2014 Budget Meeting will take place on November 6th in the City Hall Chambers beginning at 9 a.m. Mr. Moynihan stated that if necessary, the meeting would resume the following evening, November 7th, at 6 p.m. in the Council Chambers.

Chair Moynihan extended his gratitude to Joe Eckberg of Camera Corner for attending the meeting and for providing technical assistance on the County Board's new voting system.

Items #10c, #10d and #10e were taken out of order at this time.

No. 10c -- **RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$1,905,000
GENERAL OBLIGATION CORPORATE PURPOSE REFUNDING BONDS,
SERIES 2013B**

BROWN COUNTY, WISCONSIN

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
\$1,905,000 GENERAL OBLIGATION
CORPORATE PURPOSE REFUNDING BONDS,
SERIES 2013B**

WHEREAS, Brown County, Wisconsin (the "County"), is in need of funds aggregating \$1,905,000 for public purposes, including but not limited to refunding certain maturities of the County's \$5,360,000 General Obligation Corporate Purpose Bonds, Series 2003B dated September 1, 2003 (the "Prior Bonds), and issuance expenses (collectively, the "Public Purpose"); and

WHEREAS, the Director of Administration of the County and the County's financial advisor, Public Financial Management, Inc., have caused fair and appropriate notice to be given of the sale of \$1,905,000 Brown County, Wisconsin, General Obligation Corporate Purpose Refunding Bonds, Series 2013B (the "Series 2013B Bonds"), which action is hereby in all respects ratified and confirmed; and

WHEREAS, pursuant to Chapter 67 of the Wisconsin Statutes, as amended, the County is authorized to issue general obligation refunding bonds of the County for the Public Purpose; and

WHEREAS, the County has prepared and distributed a Preliminary Official Statement dated September 11, 2013 (the "Preliminary Official Statement") describing the Series 2013B Bonds and the security therefor; and

WHEREAS, in accordance with the Official Notice of Sale for the Series 2013B Bonds (the "Official Notice of Sale"), a copy of which is attached hereto as Exhibit A, written bids for the sale of the Series 2013B Bonds were received and delivered to the County Board of Supervisors (the "Governing Body") at its meeting on September 18, 2013; and

WHEREAS, sealed bid proposals were received as summarized in Exhibit B attached hereto; and

WHEREAS, the Governing Body has considered all of the bids received and hereby finds and determines that Piper Jaffray (hereinafter referred to as the "Purchaser"), bidding the price of \$1,961,120.45 (\$1,905,000.00 principal amount of the Series 2013B Bonds, plus premium of \$59,737.85, less underwriter's discount of \$3,617.40) for the entire issue of Series 2013B Bonds (the "Purchase Price"), to bear interest at the rates shown herein for Series 2013B Bonds maturing on November 1 in the respective years stated herein, was the most advantageous bid in accordance with the Official Notice of Sale, which bid is attached hereto as Exhibit C and incorporated herein by reference; and

WHEREAS, the Governing Body hereby finds that the Purchaser is responsible and that its bid complies with all terms of the Official Notice of Sale; and

WHEREAS, it is now expedient and necessary for the County to issue and sell its General Obligation Corporate Purpose Refunding Bonds in the amount of \$1,905,000 for the Public Purpose.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the County as follows:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

"Act" shall mean Chapter 67 of the Wisconsin Statutes, as amended;

"Bond Registrar" shall mean the Fiscal Agent;

"Code" shall mean the Internal Revenue Code of 1986, as amended;

"County" shall mean Brown County, Wisconsin;

"Dated Date" shall mean October 9, 2013;

"Debt Service Fund Account" shall mean the Debt Service Fund Account of the County, which shall be the "special redemption fund" as such term is defined in the Act;

"Fiscal Agency Agreement" shall mean the agreement between the County and the Fiscal Agent, a copy of which is attached hereto as Exhibit E;

"Fiscal Agent" shall mean Associated Trust Company, National Association, Green Bay Wisconsin;

"Governing Body" shall mean the Board of Supervisors of the County, or such other body as may hereafter be the chief legislative body of the County;

"Prior Bonds" shall mean the County's bonds described in the preamble to this Resolution;

"Public Purpose" shall mean the public purpose described in the preamble to this Resolution;

"Purchase Price" shall mean \$1,961,120.45 (\$1,905,000.00 principal amount of the Series 2013B Bonds, plus premium of \$59,737.85, less underwriter's discount of \$3,617.40);

"Purchaser" shall mean Piper Jaffray;

"Record Date" shall mean the close of business on the 15th day of the calendar month next preceding any principal or interest payment date;

"Securities Depository" shall mean The Depository Trust Company, New York, New York, or its nominee; and

"Series 2013B Bonds" shall mean the County's \$1,905,000 General Obligation Corporate Purpose Refunding Bonds, Series 2013B.

Section 2. Authorization of the Series 2013B Bonds. For the purpose of financing the Public Purpose, there shall be borrowed on the full faith and credit of the County the sum of \$1,905,000; and fully registered General Obligation Corporate Purpose Refunding Bonds of the County are authorized to be issued in evidence thereof.

Section 3. Sale of the Series 2013B Bonds. To evidence such indebtedness, the Chairperson (or in his absence the Vice Chairperson) and County Clerk of the County are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the County, General Obligation Corporate Purpose Refunding Bonds in the aggregate principal amount of \$1,905,000 for the Purchase Price.

Section 4. Terms of the Series 2013B Bonds. The Series 2013B Bonds shall be designated "General Obligation Corporate Purpose Refunding Bonds, Series 2013B"; shall be dated the Dated Date; shall be numbered R-1 and upward; shall bear interest as shown on the Maturity Schedule below; shall be issued in denominations of \$5,000 or any integral multiple thereof; and shall mature on November 1 in the years and in the amounts as set forth below. Interest on the Series 2013B Bonds shall accrue from the Dated Date on a 30-day month, 360-day year basis, and shall be payable commencing on May 1, 2013 and semi-annually thereafter on November 1 and May 1 of each year.

MATURITY SCHEDULE

<u>Maturity Date (November 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2014	\$360,000	2.000%
2015	\$375,000	2.000%
2016	\$385,000	2.000%
2017	\$390,000	2.000%
2018	\$395,000	2.000%

The Series 2013B Bonds are not subject to call and prior redemption.

Section 5. Form, Execution, Registration and Payment of the Series 2013B Bonds. The Series 2013B Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Series 2013B Bonds shall be executed in the name of the County by the manual or facsimile signatures of the Chairperson (or in his absence the Vice Chairperson) and County Clerk (except that one of the foregoing signatures shall be manual), and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Series 2013B Bonds shall be paid by the Fiscal Agent.

Both the principal of and interest on the Series 2013B Bonds shall be payable in lawful money of the United States of America by the Fiscal Agent. Payment of principal of the final maturity on the Series 2013B Bonds will be payable upon presentation and surrender of the Series 2013B Bonds to the Fiscal Agent. Payment of principal on the Series 2013B Bonds (except the final maturity) and each installment of interest shall be made to the registered owner of each Series 2013B Bond who shall appear on the registration books of the County,

maintained by the Bond Registrar, on the Record Date and shall be paid by check or draft by the Fiscal Agent and mailed to such registered owner at the address appearing on such registration books or at such other address may be furnished in writing to such registered owner to the Bond Registrar.

Section 6. Redemption Fund. The sale proceeds of the Series 2013B Bonds herein provided for (other than any premium and accrued interest paid at the time of delivery which must be paid into the Debt Service Fund Account created below) shall be segregated in a special fund upon receipt and shall be used solely for the purposes for which borrowed or for the payment of the principal of and interest on the Series 2013B Bonds.

Section 7. Tax Levy. In order to provide for the collection of a direct annual tax sufficient in amount to pay and for the express purpose of paying the interest on the Series 2013B Bonds as it falls due and also to pay and discharge the principal thereof at maturity, there is hereby levied upon all of the taxable property in the County, in addition to all other taxes, a nonrepealable, direct, annual tax in an amount sufficient for that purpose. This tax shall be from year to year carried into the tax roll of the County and collected in addition to all other taxes and in the same manner and at the same time. Said tax is to be for the following years and in the following minimum amounts:

(a) Levy for the year 2013 in the amount of \$400,428.33, being the sum of:

\$21,378.33 for interest due on May 1, 2014;
\$360,000.00 for principal due on November 1, 2014; and
\$19,050.00 for interest due on November 1, 2014.

(b) Levy for the year 2014 in the amount of \$405,900, being the sum of:

\$15,450.00 for interest due on May 1, 2015;
\$375,000.00 for principal due on November 1, 2015; and
\$15,450.00 for interest due on November 1, 2015.

(c) Levy for the year 2015 in the amount of \$408,400, being the sum of:

\$11,700.00 for interest due on May 1, 2016;
\$385,000.00 for principal due on November 1, 2016; and
\$11,700.00 for interest due on November 1, 2016.

(d) Levy for the year 2016 in the amount of \$405,700, being the sum of:

\$7,850.00 for interest due on May 1, 2017;
\$390,000.00 for principal due on November 1, 2017; and
\$7,850.00 for interest due on November 1, 2017.

(e) Levy for the year 2017 in the amount of \$402,900, being the sum of:

\$3,950.00 for interest due on May 1, 2018;
\$395,000.00 for principal due on November 1, 2018; and
\$3,950.00 for interest due on November 1, 2018.

The County shall be and continue without power to repeal such levies or obstruct the collection of said taxes until all such payments have been made or provided for. After the issuance of the Series 2013B Bonds, said taxes shall be carried into the tax rolls of the County and collected as other taxes are collected, provided that the amount of tax carried into said tax rolls with respect to the Series 2013B Bonds may be reduced by the amount of any surplus money in the Debt Service Fund Account created pursuant to Section 8 hereof.

If there shall be insufficient funds from the tax levy to pay the principal of or interest on the Series 2013B Bonds when due, the said principal or interest shall be paid from other funds of the County on hand, said amounts to be returned when said taxes have been collected.

Section 8. Debt Service Fund Account. Within the debt service fund previously established within the treasury of the County, there be and there hereby is established a separate and distinct fund account designated as the "Debt Service Fund Account for \$1,905,000 General Obligation Corporate Purpose Refunding Bonds, Series 2013B" (hereinafter referred to as the "Debt Service Fund Account"), and such fund shall be maintained until the indebtedness evidenced by the Series 2013B Bonds is fully paid or otherwise extinguished. There shall be deposited in such Debt Service Fund (i) all accrued interest received by the County at the time of delivery of and payment for the Series 2013B Bonds; (ii) the taxes herein levied for the specific purpose of meeting principal of and interest on the Series 2013B Bonds when due; (iii) such other sums as may be necessary at any time to pay principal of and interest on the Series 2013B Bonds when due; and (iv) such further deposits as may be required by Section 67.11 of the Wisconsin Statutes, including without limitation the premium for which the Series 2013B Bonds were sold above par value.

No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Series 2013B Bonds until all such principal and interest has been paid in full and cancelled; provided (i) the funds to provide for each payment of principal of and interest on the Series 2013B Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Series 2013B Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the County, be invested by purchasing the Series 2013B Bonds as permitted by and subject to Section 67.11(2)(a) of the Wisconsin Statutes in interest-bearing obligations of the United States of America, in other obligations of the County or in other investments permitted by law, which investments shall continue as a part of the Debt Service Fund Account.

When all of the Series 2013B Bonds have been paid in full and cancelled, and all permitted investments disposed of, any money remaining in the Debt Service Fund Account shall be deposited in the general fund of the County, unless the Governing Body directs otherwise.

Section 9. Deposits and Investments. The Debt Service Fund Account shall be kept apart from moneys in the other funds and accounts of the County and the same shall be used for no purpose other than the prompt payment of principal of and interest on the Series 2013B Bonds as the same becomes due and payable. All moneys therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34 of the Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Sections 66.0603(1m) and 67.10(3) of the Wisconsin Statutes. All income derived

from such investments shall be regarded as revenues of the County. No such investment shall be in such a manner as would cause the Series 2013B Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations of the Commissioner of Internal Revenue thereunder.

The Chairperson (or in his absence the Vice Chairperson) shall, on the basis of the facts, estimates and circumstances in existence on the date of closing, make such certifications as are necessary to permit the conclusion that the Series 2013B Bonds are not "arbitrage bonds" under Section 148 of the Code or the Regulations of the Commissioner of Internal Revenue thereunder.

Section 10. Sale of Series 2013B Bonds. The terms, conditions and provisions of the Series 2013B Bonds are, in all respects, authorized and approved. The Series 2013B Bonds shall be sold and delivered to the Purchaser in the manner, at the Purchase Price, and pursuant to the terms and conditions set forth in the Official Notice of Sale.

The preparation of the Preliminary Official Statement dated September 11, 2013 and the Official Statement dated September 18, 2013, are hereby approved. The Preliminary Official Statement is "deemed final" as of its date, except for omissions or subsequent modifications permitted under Rule 15c2-12 of the Securities and Exchange Commission. The Chairperson (or in his absence the Vice Chairperson) and County Clerk of the County are authorized and directed to do any and all acts necessary to conclude delivery of the Series 2013B Bonds to the Purchaser, as soon after adoption of this Resolution as is convenient.

Section 11. Book-Entry-Only Bonds. The Series 2013B Bonds shall be transferable as follows:

(a) Each maturity of Series 2013B Bonds will be issued as a single Bond in the name of the Securities Depository, or its nominee, which will act as depository for the Series 2013B Bonds. During the term of the Series 2013B Bonds, ownership and subsequent transfers of ownership will be reflected by book entry on the records of the Securities Depository and those financial institutions for whom the Securities Depository effects book entry transfers (collectively, the "Participants"). No person for whom a Participant has an interest in Series 2013B Bonds (a "Beneficial Owner") shall receive Bond certificates representing their respective interest in the Series 2013B Bonds except in the event that the Securities Depository or the County shall determine, at its option, to terminate the book-entry system described in this section. Payment of principal of, and interest on, the Series 2013B Bonds will be made by the Fiscal Agent to the Securities Depository which will in turn remit such payment of principal and interest to its Participants which will in turn remit such principal and interest to the Beneficial Owners of the Series 2013B Bonds until and unless the Securities Depository or the County elect to terminate the book entry system, whereupon the County shall deliver Bond certificates to the Beneficial Owners of the Series 2013B Bonds or their nominees. Bond certificates issued under this section may not be transferred or exchanged except as provided in this section.

(b) [Reserved].

(c) Immediately upon delivery of the Series 2013B Bonds to the purchasers thereof on the delivery date, such purchasers shall deposit the Bond certificates representing all of the Series 2013B Bonds with the Securities Depository. The Securities Depository, or its nominee, will be the sole owner of the Series 2013B Bonds, and no investor or other party purchasing,

selling or otherwise transferring ownership of any Series 2013B Bonds will receive, hold or deliver any Bond certificates as long as the Securities Depository holds the Series 2013B Bonds immobilized from circulation.

(d) The Series 2013B Bonds may not be transferred or exchanged except:

(1) To any successor of the Securities Depository (or its nominee) or any substitute depository ("Substitute Depository") designated pursuant to (ii) below, provided that any successor of the Securities Depository or any Substitute Depository must be a qualified and registered "clearing agency" as provided in Section 17A of the Securities Exchange Act of 1934, as amended;

(2) To a Substitute Depository designated by or acceptable to the County upon (a) the determination by the Securities Depository that the Series 2013B Bonds shall no longer be eligible for depository services or (b) a determination by the County that the Securities Depository is no longer able to carry out its functions, provided that any such Substitute Depository must be qualified to act as such, as provided in subsection (1) above; or

(3) To those persons to whom transfer is requested in written transfer instructions in the event that:

(i) The Securities Depository shall resign or discontinue its services for the Series 2013B Bonds and, only if the County is unable to locate a qualified successor within two months following the resignation or determination of noneligibility, or

(ii) Upon a determination by the County that the continuation of the book entry system described herein, which precludes the issuance of certificates to any Series 2013B Bondowner other than the Securities Depository (or its nominee) is no longer in the best interest of the Beneficial Owners of the Series 2013B Bonds.

(e) The Depository Trust Company, New York, New York, is hereby appointed the Securities Depository for the Series 2013B Bonds.

Section 12. Compliance with Federal Tax Laws.

(a) The County shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Series 2013B Bonds.

(b) The County also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Series 2013B Bonds, provided that in meeting such requirements the County will do so only to the extent consistent with the proceedings authorizing the Series 2013B Bonds and the laws of Wisconsin, and to the extent there is a reasonable period of time in which to comply.

Section 13. Rebate Fund. If necessary, the County shall establish and maintain, so long as the Series 2013B Bonds are outstanding, a separate account to be known as the "Rebate Fund" for the purpose of complying with the rebate requirements of Section 148(f) of the Code. The Rebate Fund is for the sole purpose of paying rebate to the United States of

America, if any, on amounts of Series 2013B Bond proceeds held by the County. The County hereby covenants and agrees that it shall pay from the Rebate Fund the rebate amounts as determined herein to the United States of America.

The County may engage the services of accountants, attorneys, or other consultants necessary to assist it in determining rebate amounts. Amounts held in the Rebate Fund and the investment income therefrom are not pledged as security for the Series 2013B Bonds and may only be used to pay amounts to the United States. The County shall maintain or cause to be maintained records of such determinations until six (6) years after payment in full of the Series 2013B Bonds and shall make such records available upon reasonable request therefor.

The County anticipates that it will qualify for the construction expenditure exemption from the rebate requirements of the Code. The County Clerk or other officer of the County charged with the responsibility of issuing the Bonds, shall provide an appropriate certificate of the County as of the Closing, for inclusion in the transcript of proceedings, with respect to said exemption from the rebate requirements, and said County Clerk or other officer is hereby authorized to make any election on behalf of the County in order to comply with the rebate requirements of the Code. If, for any reason, the County did not qualify for any exemption from the rebate requirements of the Code, the County covenants that it would take all necessary steps to comply with such requirements.

Section 14. Defeasance. When all Series 2013B Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The County may discharge all Series 2013B Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government ("Government Obligations"), or of securities wholly and irrevocably secured as to principal and interest by Government Obligations and rated in the highest rating category of a nationally recognized rating service, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Series 2013B Bond to its maturity, and to pay the principal amount of each such Series 2013B Bond at maturity.

Section 15. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the County and the owner or owners of the Series 2013B Bonds, and after issuance of any of the Series 2013B Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 19 hereof, until all of the Series 2013B Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Series 2013B Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the County, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the County, its Governing Body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 16. General Authorizations. The Chairperson (or in his absence the Vice Chairperson), County Clerk, Treasurer and Director of Administration or Finance Director of the County and the appropriate deputies and officials of the County in accordance with their assigned responsibilities are hereby each authorized to execute, deliver, publish, file and record such other documents, instruments, notices and records and to take such other actions as shall be necessary or desirable to accomplish the purposes of this Resolution and to comply with and

perform the obligations of the County under the Series 2013B Bonds. The execution or written approval of any document by the Chairperson (or in his absence the Vice Chairperson), County Clerk, Treasurer, Director of Administration or Finance Director of the County herein authorized shall be conclusive evidence of the approval by the County of such document in accordance with the terms hereof.

In the event that said officers shall be unable by reason of death, disability, absence or vacancy of office to perform in timely fashion any of the duties specified herein (such as the execution of Series 2013B Bonds), such duties shall be performed by the officer or official succeeding to such duties in accordance with law and the rules of the County.

Any actions taken by the Chairperson, Vice Chairperson, County Clerk, Treasurer, Director of Administration or Finance Director of the County consistent with this Resolution are hereby ratified and confirmed.

Section 17. Employment of Counsel. The County hereby employs the law firm of Whyte Hirschboeck Dudek S.C., Milwaukee, Wisconsin, pursuant to Section 67.10(7) of the Wisconsin Statutes, and directs the County Clerk of the County to certify to such law firm a copy of all proceedings preliminary to the issuance of the Series 2013B Bonds.

Section 18. Bank Qualified. The Series 2013B Bonds are designated as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Code.

Section 19. Amendment to Resolution. After the issuance of any of the Series 2013B Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Series 2013B Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the County may, from time to time, amend this Resolution without the consent of any of the owners of the Series 2013B Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Series 2013B Bonds then outstanding; provided, however, that no amendment shall permit any change in the pledge of tax revenues of the County or the maturity of any Series 2013B Bond issued hereunder, or a reduction in the rate of interest on any Series 2013B Bond, or in the amount of the principal obligation thereof, or change the terms upon which the Series 2013B Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Series 2013B Bond to which the change is applicable.

Section 20. Illegal or Invalid Provisions. In case any one or more of the provisions of this Resolution or any of the Series 2013B Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution or of the Series 2013B Bonds.

Section 21. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds shall be paid by Associated Trust Company, National Association, Green Bay, Wisconsin, which is hereby appointed as the County's registrar and fiscal agent pursuant to the provisions of Section 67.10(2), Wisconsin Statutes (the "Fiscal Agent"). The Fiscal Agency Agreement between the County and the Fiscal Agent shall be substantially in the form attached hereto as Exhibit E and incorporated herein by this reference.

Section 22. Municipal Bond Insurance. If the purchaser of the Series 2013B Bonds obtains municipal bond insurance with respect to the Series 2013B Bonds, the Chairperson (or in his absence the Vice Chairperson) and County Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Chairperson (or in his absence the Vice Chairperson) and County Clerk, including provisions regarding restrictions on investment of bond proceeds, the rights of the bond insurer in the event of default and payment of the Series 2013B Bonds by the bond insurer and notices to be given and information to be provided to the bond insurer. In addition, appropriate reference to the municipal bond insurance policy shall be made in the form of Series 2013B Bond provided herein.

Section 23. Section 893.77 Notice. Notice of sale of the Bonds, in the form attached hereto as Exhibit F, shall be published in the official newspaper of the County as a class I notice under Chapter 985 of the Wisconsin Statutes.

Section 24. Conflicting Resolutions. All ordinances, resolutions, or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage.

Section 25. Waiver of Right of Reconsideration. The Supervisors adopting this Resolution hereby waive their right to reconsider this Resolution as provided in Brown County Code section 2.14(17).

Section 26. Redemption of Prior Bonds. The County shall take all necessary or desirable actions to redeem the Prior Bonds as soon as practicable after the issuance of the Series 2013B Bonds.

Adopted: September 18, 2013.

Approved by:

Troy Streckenbach
Brown County Executive
Date Signed: _____

EXHIBIT A

OFFICIAL NOTICE OF SALE

[See Appendix D of Preliminary Official Statement]

EXHIBIT B

SUMMARY OF BIDS

[See Attached]



The PFM Group
Public Financial Management, Inc.
PFM Asset Management LLC
PFM Advisors

115 South 84th Street
Suite 315
Milwaukee, WI 53214

414 771-2700
414 771-1041 fax
www.pfm.com

TABULATION OF BIDS

\$1,990,000* (Resized to \$1,905,000)
General Obligation Corporate Purpose Refunding Bonds, Series 2013B
Brown County, Wisconsin

AWARD:

Piper Jaffray

Sale Date: September 18, 2013

Dated: October 9, 2013

Due: November 1, 2014/2018
Rating: Moody's "Aaa"

Bank Qualified: Yes
Insured: No

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	<u>Yield</u>	
Piper Jaffray	Minneapolis, MN	2014	2.000%	0.250%	<u>Price*</u>
		2015	2.000%	0.500%	\$2,048,490.25
		2016	2.000%	0.750%	
		2017	2.000%	1.000%	<u>NIC*</u>
		2018	2.000%	1.400%	\$64,341.97
					<u>TIC*</u>
					1.026751%

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Robert W. Baird & Co., Inc.	Milwaukee, WI	2014	2.000%	<u>Price</u>
		2015	2.000%	\$2,043,712.40
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	2.000%	\$69,119.82
				<u>TIC</u>
				1.104778%

* Subsequent to bid opening the issue was resized to \$1,905,000, the purchase price adjusted to \$1,961,120.45, yielding a NIC of \$62,207.88 and a TIC of 1.030494%.



Brown County, Wisconsin
General Obligation Corporate Purpose Refunding Bonds, Series 2013B
Tabulation of Bids
September 18, 2013

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
BOSC, Inc.	Menomonee Falls, WI	2014	2.000%	<u>Price</u>
		2015	2.000%	\$2,041,176.00
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	2.000%	\$71,656.22
				<u>TIC</u>
				1.146302%
<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
UMB Bank N.A.	Kansas City, MO	2014	2.000%	<u>Price</u>
		2015	2.000%	\$2,039,750.00
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	2.000%	\$73,082.22
				<u>TIC</u>
				1.169680%
<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Raymond James & Assoc., Inc.	Memphis, TN	2014	2.000%	<u>Price</u>
		2015	2.000%	\$2,038,322.90
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	2.000%	\$74,509.32
				<u>TIC</u>
				1.193098%
<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
FTN Financial Capital Markets	Memphis, TN	2014	2.000%	<u>Price</u>
		2015	2.000%	\$2,037,991.95
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	2.000%	\$74,840.27
				<u>TIC</u>
				1.198532%



Brown County, Wisconsin
General Obligation Corporate Purpose Refunding Bonds, Series 2013B
Tabulation of Bids
September 18, 2013

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
UBS Financial Services Inc.	New York, NY	2014	2.000%	<u>Price</u>
		2015	2.000%	\$2,079,555.85
		2016	3.000%	
		2017	3.000%	<u>NIC</u>
		2018	3.000%	\$82,465.82
				<u>TIC</u>
				1.299664%

EXHIBIT C

BID FORM

[See Attached]

BID FORM
\$1,990,000*
General Obligation Corporate Purpose Refunding Bonds, Series 2013B
Brown County, Wisconsin

(Electronic bids are also accepted via Parity® – See Official Notice of Sale)

Brown County, Wisconsin
c/o Public Financial Management, Inc. (Fax: 414/771-1041)

Sale Date: September 18, 2013

For all or none of the principal amount of the County's \$1,990,000* General Obligation Corporate Purpose Refunding Bonds, Series 2013B, legally issued and as described in the Official Notice of Sale, we will pay the County the purchase price of \$2,048,490.25 plus accrued interest, if any, on the total principal amount of the Bonds to date of delivery, provided the Bonds bear the following interest rates:

<u>Year</u>	<u>Original Amount</u>	<u>Revised Amount</u>	<u>Interest Rate</u>
2014	\$ 385,000	\$ 360,000	2.00%
2015	395,000	375,000	2.00%
2016	400,000	385,000	2.00%
2017	405,000	390,000	2.00%
2018	405,000	395,000	2.00%

* Preliminary, subject to change

The Bonds mature on November 1 in each of the years as indicated above and interest is payable May 1 and November 1 of each year, commencing May 1, 2014. The Bonds are not subject to prior redemption at the option of the County.

In making this offer, we accept the terms and conditions as defined in the Official Notice of Sale published in the Preliminary Official Statement dated September 11, 2013. All blank spaces of this offer are intentional and are not to be construed as an omission.

Our good faith deposit in the amount of \$19,900 will be wired in federal funds to the County within two hours after verbal award is made according to the Official Notice of Sale.

NOT PART OF THE BID

Explanatory Note: According to our computation this bid involves the following:

\$ 64,341.97

Net Interest Cost

1.026751%

True Interest Rate (TIC)

Respectfully submitted,

Piper Jaffray

Account Manager



The foregoing offer is hereby accepted by and on behalf of Brown County, Wisconsin, this 18th day of September, 2013.

Patrick Moynihan, Jr., Chairperson

Sandra L. Juno, County Clerk

Subsequent to the bid opening the issue was resized to \$1,905,000 and the purchase price adjusted to \$1,961,120.45, which yields a TIC of 1.030494%.

EXHIBIT D

REGISTERED NO. R-_____	FORM OF SERIES 2013B BOND UNITED STATES OF AMERICA STATE OF WISCONSIN BROWN COUNTY, WISCONSIN, GENERAL OBLIGATION CORPORATE PURPOSE REFUNDING BOND, SERIES 2013B	REGISTERED \$_____
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<u>Interest</u> <u>Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>Principal</u> <u>Amount</u>	<u>CUSIP</u>
_____ %	November 1, _____	October 9, 2013	\$_____	_____

FOR VALUE RECEIVED, Brown County, Wisconsin, promises to pay to Cede & Co., or registered assigns, the principal amount specified above on the maturity date specified above, together with interest thereon from the Dated Date or the most recent payment date to which interest has been paid, unless the date of registration of this Series 2013B Bond is after the 15th day of the calendar month immediately preceding an interest payment date, in which case interest will be paid from such interest payment date, at the rate per annum specified above, such interest being payable commencing on May 1, 2014 and semi-annually thereafter on November 1 and May 1 of each year.

The Bonds are not subject to call and prior redemption.

Both principal hereof and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America by Associated Trust Company, National Association, Green Bay, Wisconsin the fiscal agent appointed by the County pursuant to the provisions of Section 67.10(2), Wisconsin Statutes, to act as bond registrar and paying agent (the "Bond Registrar"). For the prompt payment of this Series 2013B Bond with interest thereon as aforesaid, and the levying and collection of taxes sufficient for that purpose, the full faith, credit and resources of the County are hereby irrevocably pledged. The principal of this Series 2013B Bond shall be payable only upon presentation and surrender of this Series 2013B Bond to the Fiscal Agent at the principal office of the Fiscal Agent. Interest hereon shall be payable by check or draft dated as of the applicable interest payment date and mailed from the office of the Bond Registrar to the person in whose name this Series 2013B Bond is registered at the close of business on the 15th day of the calendar month next preceding each interest payment date.

This Series 2013B Bond is transferable only upon the books of the County kept for that purpose by the at the office of the Bond Registrar, by the registered owner in person or his duly authorized attorney, upon surrender of this Series 2013B Bond together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Fiscal Agent duly executed by the registered owner or his duly authorized attorney. Thereupon a new Series 2013B Bond of the same aggregate principal amount, series and maturity shall be issued to the transferee in exchange therefor. The County may deem and treat the person in whose name this Series 2013B Bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or interest hereof and for all other purposes. The Series 2013B Bonds are issuable solely as negotiable, fully registered Series 2013B Bonds without coupons in authorized denominations of \$5,000 or any whole multiple thereof.

This Series 2013B Bond is one of an issue aggregating \$1,905,000 for public purposes, including but not limited to refunding certain maturities of the County's \$5,360,000 General Obligation Corporate Purpose Bonds, Series 2003B dated September 1, 2003 the ("Prior Bonds), and issuance expenses (collectively, the "Public Purpose").

This Series 2013B Bond is authorized by a resolution of the County Board of Supervisors of the County, duly adopted by said County Board of Supervisors at its meeting duly convened on September 18, 2013, which resolution is recorded in the official book of its minutes for said date.

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Series 2013B Bond have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the County, including this Series 2013B Bond and others authorized simultaneously herewith, does not exceed any limitations imposed by law or the Constitution of the State of Wisconsin; and that the County has levied a direct, annual irrevocable tax sufficient to pay this Series 2013B Bond, together with interest thereon when and as payable.

No delay or omission on the part of the owner hereof to exercise any right hereunder shall impair such right or be considered as a waiver thereof or as a waiver of or acquiescence in any default hereunder.

IN WITNESS WHEREOF, the County Board of Supervisors of Brown County, Wisconsin, has caused this Series 2013B Bond to be signed on behalf of said County by its duly qualified and acting Chairperson and County Clerk, and its official or corporate seal to be impressed hereon, all as of the date of original issue specified above.

BROWN COUNTY, WISCONSIN

[SEAL]

By: _____
Patrick Moynihan, Jr., Chairperson

Attest: _____
Sandra L. Juno, County Clerk

[FORM OF ASSIGNMENT]

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(Please print or typewrite name and address,
including zip code, of Assignee)

(Please print or typewrite Social Security or
other identifying number of Assignee)

the within Series 2013B Bond and all rights thereunder, hereby irrevocably constituting and appointing

(Please print or typewrite name of Attorney)

attorney to transfer said Series 2013B Bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____.

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Series 2013B Bond in every particular without alteration or enlargement or any change whatever.

Signature(s) guaranteed by:

EXHIBIT E

FISCAL AGENCY AGREEMENT

\$1,905,000

Brown County, Wisconsin

General Obligation Corporate Purpose Refunding Bonds, Series 2013B

FISCAL AGENCY AGREEMENT

THIS AGREEMENT is made and entered into this May 11, 2013, by and between Brown County, Wisconsin (the "County"), and Associated Trust Company, National Association, Green Bay, Wisconsin (the "Agent").

WITNESSETH:

WHEREAS, the County has authorized the borrowing of the sum of ONE MILLION NINE HUNDRED FIVE THOUSAND DOLLARS (\$1,905,000) pursuant to Section 67.05, Wisconsin Statutes, and resolutions adopted by the County Board on August 21, 2013 and September 18, 2013 and has authorized the issuance and sale of \$1,905,000 principal amount of General Obligation Corporate Purpose Refunding Bonds to evidence such indebtedness (the "Obligations"). The Obligations shall be designated "General Obligation Corporate Purpose Refunding Bonds, Series 2013B"; shall be dated October 9, 2013; shall bear interest at the rates set forth below; and shall mature on November 1 of each year, in the years and principal amounts as follows:

MATURITY SCHEDULE

<u>Maturity Date</u> <u>(November 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2014	\$360,000	2.000%
2015	\$375,000	2.000%
2016	\$385,000	2.000%
2017	\$390,000	2.000%
2018	\$395,000	2.000%

Interest shall be payable commencing on May 1, 2014 and semi-annually thereafter on November 1 and May 1 of each year until the principal of the Obligations is paid in full or discharged;

WHEREAS, the County is issuing the Obligations in registered form pursuant to Section 149 of the Internal Revenue Code of 1986, as amended, and any applicable income tax regulations; and,

WHEREAS, pursuant to the aforesaid resolution or resolutions and Section 67.10(2), Wisconsin Statutes, the County Board of the County has authorized the appointment of the Agent as Fiscal Agent of the County for the purpose of performing any or all of the following functions with respect to the Obligations: paying the principal of and interest on the Obligations; accounting for such payments; registering, authenticating, transferring, and canceling the Obligations; and maintaining a registration book in addition to other applicable responsibilities all in accordance with the provisions of Section 67.10(2), Wisconsin Statutes.

NOW, THEREFORE, the County and the Agent do hereby agree as follows:

APPOINTMENT

The Agent is hereby appointed Fiscal Agent of the County with respect to the Obligations for the purpose of performing such of the responsibilities stated in Section 67.10(2)(a), Wisconsin Statutes, as are delegated herein or as may be otherwise specifically delegated in writing to the Fiscal Agent by the County.

INVESTMENT RESPONSIBILITY

The Fiscal Agent shall not be under any obligation to invest funds held for the payment of interest or principal on the Obligations.

PAYMENTS

At least one (1) business day before each semi-annual interest payment date (commencing with the first interest payment date and continuing thereafter until the principal of and interest on the Obligations should have been fully paid or prepaid in accordance with their terms) the County agrees to and shall pay to the Fiscal Agent, in immediately available funds, a sum equal to the amount payable as principal of and the premium, if any, and interest on the Obligations on such semi-annual interest payment date. Said semi-annual interest and/or principal payment dates and amounts are set forth in Exhibit A which is attached hereto and incorporated herein by this reference.

CANCELLATION

In every case of the surrender of any Obligation for the purpose of payment, the Fiscal Agent shall cancel and destroy the same and deliver to the County a certificate regarding such cancellation, setting forth an accurate description of the Obligation, specifying its number, date, purpose, amount, rate of interest, and payment date and stating the date and amount of each payment of principal or interest thereon. The Fiscal Agent shall also cancel and destroy Obligations presented for transfer or exchange and deliver a certificate with respect to such transfer or exchange to the County. The Fiscal Agent shall be permitted to microfilm, or otherwise photocopy and record said canceled Obligations.

REGISTRATION BOOK

Fiscal Agent shall maintain in the name of the County a Registration Book containing the names and addresses of all registered owners of the Obligations. The Fiscal Agent shall

keep confidential said information in accordance with applicable banking and governmental regulations.

INTEREST PAYMENT

Payment of each installment of interest shall be made to the registered owner who shall appear on the Registration Book at the close of business on the 15th day of the calendar month next preceding the interest payment date and shall be paid by check or draft of the Fiscal Agent mailed to such registered owner at his address as it appears in such Registration Book or at such other address as may be furnished in writing by such registered owner to the Fiscal Agent.

PAYMENT OF PRINCIPAL

Principal shall be paid to the registered owner of an Obligation upon surrender of the Obligation on or after its maturity or redemption date.

REDEMPTION NOTICE

[Reserved].

UTILIZATION OF THE DEPOSITORY TRUST COMPANY

The Depository Trust Company's Book-Entry-Only system is to be utilized for the Obligations. The Fiscal Agent agrees to comply with the provisions of the Blanket Issuer Letter of Representation which has been executed and delivered to The Depository Trust Company by the County.

TRANSFER AND EXCHANGE OF OBLIGATIONS

The Fiscal Agent shall transfer Obligations upon presentation of a written assignment duly executed by the registered owner or by such owner's duly authorized legal representative. Upon such transfer, a new registered Obligation of authorized denomination or denominations in the same aggregate principal amount shall be issued to the transferee in exchange thereof, and the name of such transferee shall be entered as the new registered owner in the Registration Book. Upon request of the registered owner, the Fiscal Agent shall exchange Obligations of the issue for a like aggregate principal amount of Obligations of the same maturity in authorized whole integral multiples of \$5,000.

The Obligations shall be numbered 1 and upward. Upon any transfer or exchange, the Obligation or Obligations issued shall bear the next highest consecutive unused number or numbers.

STATEMENTS

The Fiscal Agent shall furnish the County with an accounting of payments received and made and funds on hand annually.

FEES

The County agrees to pay the Fiscal Agent fees in accordance with the fee schedule provided by the Fiscal Agent which is attached hereto as Exhibit B and incorporated herein by this reference until the final principal payment (or redemption date in the event the County

exercises its option, if any, to redeem the Obligations). Such fees are payable on the dates principal is due or pursuant to statements provided to the County by the Fiscal Agent. In the event the County exercises its option, if any, to redeem the Obligations, the Fiscal Agent shall be reimbursed for mailing costs related therewith.

MISCELLANEOUS

Nonpresentment of Checks. In the event the check or draft mailed by the Fiscal Agent to the registered owner is not presented for payment within six years of its date, then the monies representing such nonpayment shall be returned to the County or to such board, officer or body as may then be entitled by law to receive the same, together with the name of the registered owner of the Obligation and the last mailing address of record. Thereafter, the Fiscal Agent shall not be responsible for the payment of such check or draft.

Resignations: Successor Fiscal Agent. Fiscal Agent may at any time resign by giving not less than sixty days written notice to County. Upon receiving such notice of resignation, the County shall promptly appoint a successor Fiscal Agent by an instrument in writing executed by order of its governing body. If no successor Fiscal Agent shall have been so appointed and have accepted appointment within sixty days after such notice of resignation, the resigning Fiscal Agent may petition any court of competent jurisdiction for the appointment of a successor fiscal agent. Such court may thereupon, after such notice, if any, as it may deem proper and prescribes, appoint a successor fiscal agent.

Any successor fiscal agent shall be qualified to act pursuant to Section 67.10(2), Wisconsin Statutes, as amended.

Any successor fiscal agent shall execute, acknowledge and deliver to the County and to its predecessor fiscal agent an instrument accepting such appointment hereunder, and thereupon the resignation of the predecessor fiscal agent shall become effective and such successor fiscal agent, without any further act, deed or conveyance, shall become vested with all the rights, powers, trusts, duties and obligations of its predecessor, with like effect as if originally named as fiscal agent herein; but nevertheless, on written request of County, or on the request of the successor, the fiscal agent ceasing to act shall execute and deliver an instrument transferring to such successor fiscal agent, all the rights, powers, and trusts of the fiscal agent so ceasing to act. Upon the request of any such successor fiscal agent, the County shall execute any and all instruments in writing for more fully and certainly vesting in and confirming to such successor fiscal agent all such rights, powers and duties. Any predecessor fiscal agent shall pay over to its successor fiscal agent any funds of the County.

Termination. This Agreement shall terminate six years after the last principal payment on the Obligations is due whether by maturity or earlier redemption or the final discharge of the County's responsibilities for payment of the Obligations, whichever is later. The parties realize that any funds hereunder as shall remain upon termination shall be turned over to the County after deduction of any unpaid fees and disbursements of Fiscal Agent. Termination of this Agreement shall not, of itself, have any effect on County's obligation to pay the outstanding Obligations in full in accordance with the terms thereof.

Execution. This Agreement shall be executed on behalf of the County and the Agent by their duly authorized officers. This Agreement may be executed in several counter-parts, each of which shall be an original and all of which shall constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement, being duly authorized so to do, each in the manner most appropriate to it, on the date first above written.

BROWN COUNTY, WISCONSIN

[SEAL]

By: _____
Patrick Moynihan, Jr., Chairperson

By: _____
Sandra L. Juno, County Clerk

**ASSOCIATED TRUST COMPANY,
NATIONAL ASSOCIATION**

By: _____
Name: _____
Title: _____

EXHIBIT A

DEBT SERVICE SCHEDULE

\$1,905,000

Brown County, Wisconsin

General Obligation Corporate Purpose Refunding Bonds, Series 2013B

Sep 18, 2013 10:29 am Prepared by Public Financial Management, Inc.

(Finance 7.006 Brown_Co_01:BC_2013_-2013B,2013B) Page 7

BOND DEBT SERVICE

Brown County, WI
\$1,905,000 Corporate Purpose Refunding Bonds, Series 2013B
Bid by Piper Jaffray - After Resize

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
05/01/2014			21,378.33	21,378.33	
11/01/2014	360,000	2.000%	19,050.00	379,050.00	400,428.33
05/01/2015			15,450.00	15,450.00	
11/01/2015	375,000	2.000%	15,450.00	390,450.00	405,900.00
05/01/2016			11,700.00	11,700.00	
11/01/2016	385,000	2.000%	11,700.00	396,700.00	408,400.00
05/01/2017			7,850.00	7,850.00	
11/01/2017	390,000	2.000%	7,850.00	397,850.00	405,700.00
05/01/2018			3,950.00	3,950.00	
11/01/2018	395,000	2.000%	3,950.00	398,950.00	402,900.00
	1,905,000		118,328.33	2,023,328.33	2,023,328.33

EXHIBIT B

FISCAL AGENT FEE SCHEDULE

Acceptance Fee: \$325
Annual Fee: \$35

Plus out-of-pocket expenses.

EXHIBIT F

SECTION 893.77 NOTICE

On September 18, 2013, a resolution was offered, adopted and approved by the County Board of Supervisors of Brown County, Wisconsin (the "County"), whereby the County authorized and directed the sale and issuance of its \$1,905,000 General Obligation Corporate Purpose Refunding Bonds, Series 2013B.

The closing for the above-referenced bonds will be held on or about October 9, 2013. Copies of all proceedings had to date with respect to the authorization and sale of said bonds are on file and may be examined in the offices of the County at 305 East Walnut Street, Green Bay, WI 54305.

This Notice is given pursuant to Section 893.77 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such municipal financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this Notice.

Dated: September 19, 2013.

Sandra L. Juno
County Clerk

A motion was made by Supervisor Vander Leest and seconded by Supervisor Erickson **"to adopt"**. Vote taken. Roll Call #10c(1):

Ayes: Sieber, De Wane, Nicholson, Hoyer, Hopp, Haefs, Erickson, Zima, Evans, Vander Leest, Buckley, La Violette, Katers, Kaster, Van Dyck, Jamir, Robinson, Clancy, Campbell, Moynihan, Steffen, Carpenter, Lund, Fewell

Excused: Landwehr, Dantinne

Total Ayes: 24 Total Nays: 0 Excused: 2

Motion Carried.

Approved by: \s\ Troy Streckenbach, County Executive Date: 09/20/2013

No. 10d -- **RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$3,715,000
GENERAL OBLIGATION AIRPORT IMPROVEMENT REFUNDING BONDS,
SERIES 2013C (AMT)**

BROWN COUNTY, WISCONSIN
RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
\$3,715,000 GENERAL OBLIGATION
AIRPORT IMPROVEMENT REFUNDING BONDS,
SERIES 2013C (AMT)

WHEREAS, Brown County, Wisconsin (the "County"), is in need of funds aggregating \$3,715,000 for public purposes, including but not limited to refunding certain maturities of the County's \$6,000,000 General Obligation Airport Improvement Bonds, Series 2003A dated September 1, 2003 (the "Prior Bonds"), and issuance expenses (collectively, the "Public Purpose"); and

WHEREAS, the Director of Administration of the County and the County's financial advisor, Public Financial Management, Inc., have caused fair and appropriate notice to be given of the sale of \$3,715,000 Brown County, Wisconsin, General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT) (the "Series 2013C (AMT) Bonds"), which action is hereby in all respects ratified and confirmed; and

WHEREAS, pursuant to Chapter 67 of the Wisconsin Statutes, as amended, the County is authorized to issue general obligation refunding bonds of the County for the Public Purpose; and

WHEREAS, the County has prepared and distributed a Preliminary Official Statement dated September 11, 2013 (the "Preliminary Official Statement") describing the Series 2013C (AMT) Bonds and the security therefor; and

WHEREAS, in accordance with the Official Notice of Sale for the Series 2013C (AMT) Bonds (the "Official Notice of Sale"), a copy of which is attached hereto as Exhibit A, written bids for the sale of the Series 2013C (AMT) Bonds were received and delivered to the County Board of Supervisors (the "Governing Body") at its meeting on September 18, 2013; and

WHEREAS, sealed bid proposals were received as summarized in Exhibit B attached hereto; and

WHEREAS, the Governing Body has considered all of the bids received and hereby finds and determines that Morgan Stanley & Co., LLC (hereinafter referred to as the "Purchaser"), bidding the price of \$3,902,440.53 (\$3,715,000.00 principal amount of the Series 2013C (AMT) Bonds, plus premium of \$222,542.45, less underwriter's discount of \$35,101.92) for the entire issue of Series 2013C (AMT) Bonds (the "Purchase Price"), to bear interest at the rates shown herein for Series 2013C (AMT) Bonds maturing on November 1 in the respective years stated herein, was the most advantageous bid in accordance with the Official Notice of Sale, which bid is attached hereto as Exhibit C and incorporated herein by reference; and

WHEREAS, the Governing Body hereby finds that the Purchaser is responsible and that its bid complies with all terms of the Official Notice of Sale; and

WHEREAS, it is now expedient and necessary for the County to issue and sell its General Obligation Airport Improvement Refunding Bonds in the amount of \$3,715,000 for the Public Purpose.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the County as follows:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

“Act” shall mean Chapter 67 of the Wisconsin Statutes, as amended;

“Bond Registrar” shall mean the Fiscal Agent;

“Code” shall mean the Internal Revenue Code of 1986, as amended;

“County” shall mean Brown County, Wisconsin;

“Dated Date” shall mean October 9, 2013;

“Debt Service Fund Account” shall mean the Debt Service Fund Account of the County, which shall be the “special redemption fund” as such term is defined in the Act;

“Fiscal Agency Agreement” shall mean the agreement between the County and the Fiscal Agent, a copy of which is attached hereto as Exhibit E;

“Fiscal Agent” shall mean Associated Trust Company, National Association, Green Bay Wisconsin;

“Governing Body” shall mean the Board of Supervisors of the County, or such other body as may hereafter be the chief legislative body of the County;

“Prior Bonds” shall mean the County’s bonds described in the preamble to this Resolution;

“Public Purpose” shall mean the public purpose described in the preamble to this Resolution;

“Purchase Price” shall mean \$3,902,440.53 (\$3,715,000.00 principal amount of the Series 2013C (AMT) Bonds, plus premium of \$222,542.45, less underwriter’s discount of \$35,101.92);

“Purchaser” shall mean Morgan Stanley & Co., LLC;

“Record Date” shall mean the close of business on the 15th day of the calendar month next preceding any principal or interest payment date;

“Securities Depository” shall mean The Depository Trust Company, New York, New York, or its nominee; and

“Series 2013C (AMT) Bonds” shall mean the County’s \$3,715,000 General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT).

Section 2. Authorization of the Series 2013C (AMT) Bonds. For the purpose of financing the Public Purpose, there shall be borrowed on the full faith and credit of the County the sum of \$3,715,000; and fully registered General Obligation Airport Improvement Refunding Bonds of the County are authorized to be issued in evidence thereof.

Section 3. Sale of the Series 2013C (AMT) Bonds. To evidence such indebtedness, the Chairperson (or in his absence the Vice Chairperson) and County Clerk of the County are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the County, General Obligation Airport Improvement Refunding Bonds in the aggregate principal amount of \$3,715,000 for the Purchase Price.

Section 4. Terms of the Series 2013C (AMT) Bonds. The Series 2013C (AMT) Bonds shall be designated “General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)”; shall be dated the Dated Date; shall be numbered R-1 and upward; shall bear interest as shown on the Maturity Schedule below; shall be issued in denominations of \$5,000 or any integral multiple thereof; and shall mature on November 1 in the years and in the amounts as set forth below. Interest on the Series 2013C (AMT) Bonds shall accrue from the Dated Date on a 30-day month, 360-day year basis, and shall be payable commencing on May 1, 2013 and semi-annually thereafter on November 1 and May 1 of each year.

MATURITY SCHEDULE

<u>Maturity Date (November 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2014	\$360,000	2.000%
2015	\$365,000	2.000%
2016	\$385,000	2.000%
2017	\$390,000	3.000%
2018	\$405,000	3.000%
2019	\$425,000	3.000%
2020	\$450,000	4.000%
2021	\$460,000	4.000%
2022	\$475,000	4.000%

The Series 2013C (AMT) Bonds are not subject to call and prior redemption.

Section 5. Form, Execution, Registration and Payment of the Series 2013C (AMT) Bonds. The Series 2013C (AMT) Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Series 2013C (AMT) Bonds shall be executed in the name of the County by the manual or facsimile signatures of the Chairperson (or in his absence the Vice Chairperson) and County Clerk (except that one of the foregoing signatures shall be manual), and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Series 2013C (AMT) Bonds shall be paid by the Fiscal Agent.

Both the principal of and interest on the Series 2013C (AMT) Bonds shall be payable in lawful money of the United States of America by the Fiscal Agent. Payment of principal of the final maturity on the Series 2013C (AMT) Bonds will be payable upon presentation and surrender of the Series 2013C (AMT) Bonds to the Fiscal Agent. Payment of principal on the Series 2013C (AMT) Bonds (except the final maturity) and each installment of interest shall be made to the registered owner of each Series 2013C (AMT) Bond who shall appear on the registration books of the County, maintained by the Bond Registrar, on the Record Date and shall be paid by check or draft by the Fiscal Agent and mailed to such registered owner at the address appearing on such registration books or at such other address may be furnished in writing to such registered owner to the Bond Registrar.

Section 6. Redemption Fund. The sale proceeds of the Series 2013C (AMT) Bonds herein provided for (other than any premium and accrued interest paid at the time of delivery which must be paid into the Debt Service Fund Account created below) shall be segregated in a special fund upon receipt and shall be used solely for the purposes for which borrowed or for the payment of the principal of and interest on the Series 2013C (AMT) Bonds.

Section 7. Tax Levy. In order to provide for the collection of a direct annual tax sufficient in amount to pay and for the express purpose of paying the interest on the Series 2013C (AMT) Bonds as it falls due and also to pay and discharge the principal thereof at maturity, there is hereby levied upon all of the taxable property in the County, in addition to all other taxes, a nonrepealable, direct, annual tax in an amount sufficient for that purpose. This tax shall be from year to year carried into the tax roll of the County and collected in addition to all other taxes and in the same manner and at the same time. Said tax is to be for the following years and in the following minimum amounts:

(a) Levy for the year 2013 in the amount of \$481,178.89, being the sum of:

\$64,078.89 for interest due on May 1, 2014;
\$360,000.00 for principal due on November 1, 2014; and
\$57,100.00 for interest due on November 1, 2014.

(b) Levy for the year 2014 in the amount of \$472,000.00, being the sum of:

\$53,500.00 for interest due on May 1, 2015;
\$365,000.00 for principal due on November 1, 2015; and
\$53,500.00 for interest due on November 1, 2015.

(c) Levy for the year 2015 in the amount of \$484,700.00, being the sum of:

\$49,850.00 for interest due on May 1, 2016;
\$385,000.00 for principal due on November 1, 2016; and
\$49,850.00 for interest due on November 1, 2016.

(d) Levy for the year 2016 in the amount of \$482,000.00, being the sum of:

\$46,000.00 for interest due on May 1, 2017;
\$390,000.00 for principal due on November 1, 2017; and
\$46,000.00 for interest due on November 1, 2017.

- (e) Levy for the year 2017 in the amount of \$485,300.00, being the sum of:
- \$40,150.00 for interest due on May 1, 2018;
 - \$405,000.00 for principal due on November 1, 2018; and
 - \$40,150.00 for interest due on November 1, 2018.
- (f) Levy for the year 2018 in the amount of \$493,150.00, being the sum of:
- \$34,075.00 for interest due on May 1, 2019;
 - \$425,000.00 for principal due on November 1, 2019; and
 - \$34,075.00 for interest due on November 1, 2019.
- (g) Levy for the year 2019 in the amount of \$505,400.00 being the sum of:
- \$27,700.00 for interest due on May 1, 2020;
 - \$450,000.00 for principal due on November 1, 2020; and
 - \$27,700.00 for interest due on November 1, 2020.
- (h) Levy for the year 2020 in the amount of \$497,400.00, being the sum of:
- \$18,700.00 for interest due on May 1, 2021;
 - \$460,000.00 for principal due on November 1, 2021; and
 - \$18,700.00 for interest due on November 1, 2021.
- (e) Levy for the year 2021 in the amount of \$494,000.00, being the sum of:
- \$9,500.00 for interest due on May 1, 2022;
 - \$475,000.00 for principal due on November 1, 2022; and
 - \$9,500.00 for interest due on November 1, 2022.

The County shall be and continue without power to repeal such levies or obstruct the collection of said taxes until all such payments have been made or provided for. After the issuance of the Series 2013C (AMT) Bonds, said taxes shall be carried into the tax rolls of the County and collected as other taxes are collected, provided that the amount of tax carried into said tax rolls with respect to the Series 2013C (AMT) Bonds may be reduced by the amount of any surplus money in the Debt Service Fund Account created pursuant to Section 8 hereof.

If there shall be insufficient funds from the tax levy to pay the principal of or interest on the Series 2013C (AMT) Bonds when due, the said principal or interest shall be paid from other funds of the County on hand, said amounts to be returned when said taxes have been collected.

Section 8. Debt Service Fund Account. Within the debt service fund previously established within the treasury of the County, there be and there hereby is established a separate and distinct fund account designated as the "Debt Service Fund Account for \$3,715,000 General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)" (hereinafter referred to as the "Debt Service Fund Account"), and such fund shall be maintained until the indebtedness evidenced by the Series 2013C (AMT) Bonds is fully paid or otherwise extinguished. There shall be deposited in such Debt Service Fund (i) all accrued interest received by the County at the time of delivery of and payment for the Series 2013C (AMT) Bonds; (ii) the taxes herein levied for the specific purpose of meeting principal of and interest

on the Series 2013C (AMT) Bonds when due; (iii) such other sums as may be necessary at any time to pay principal of and interest on the Series 2013C (AMT) Bonds when due; and (iv) such further deposits as may be required by Section 67.11 of the Wisconsin Statutes, including without limitation the premium for which the Series 2013C (AMT) Bonds were sold above par value.

No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Series 2013C (AMT) Bonds until all such principal and interest has been paid in full and cancelled; provided (i) the funds to provide for each payment of principal of and interest on the Series 2013C (AMT) Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Series 2013C (AMT) Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the County, be invested by purchasing the Series 2013C (AMT) Bonds as permitted by and subject to Section 67.11(2)(a) of the Wisconsin Statutes in interest-bearing obligations of the United States of America, in other obligations of the County or in other investments permitted by law, which investments shall continue as a part of the Debt Service Fund Account.

When all of the Series 2013C (AMT) Bonds have been paid in full and cancelled, and all permitted investments disposed of, any money remaining in the Debt Service Fund Account shall be deposited in the general fund of the County, unless the Governing Body directs otherwise.

Section 9. Deposits and Investments. The Debt Service Fund Account shall be kept apart from moneys in the other funds and accounts of the County and the same shall be used for no purpose other than the prompt payment of principal of and interest on the Series 2013C (AMT) Bonds as the same becomes due and payable. All moneys therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34 of the Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Sections 66.0603(1m) and 67.10(3) of the Wisconsin Statutes. All income derived from such investments shall be regarded as revenues of the County. No such investment shall be in such a manner as would cause the Series 2013C (AMT) Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations of the Commissioner of Internal Revenue thereunder.

The Chairperson (or in his absence the Vice Chairperson) shall, on the basis of the facts, estimates and circumstances in existence on the date of closing, make such certifications as are necessary to permit the conclusion that the Series 2013C (AMT) Bonds are not "arbitrage bonds" under Section 148 of the Code or the Regulations of the Commissioner of Internal Revenue thereunder.

Section 10. Sale of Series 2013C (AMT) Bonds. The terms, conditions and provisions of the Series 2013C (AMT) Bonds are, in all respects, authorized and approved. The Series 2013C (AMT) Bonds shall be sold and delivered to the Purchaser in the manner, at the Purchase Price, and pursuant to the terms and conditions set forth in the Official Notice of Sale.

The preparation of the Preliminary Official Statement dated September 11, 2013 and the Official Statement dated September 18, 2013, are hereby approved. The Preliminary Official Statement is "deemed final" as of its date, except for omissions or subsequent modifications

permitted under Rule 15c2-12 of the Securities and Exchange Commission. The Chairperson (or in his absence the Vice Chairperson) and County Clerk of the County are authorized and directed to do any and all acts necessary to conclude delivery of the Series 2013C (AMT) Bonds to the Purchaser, as soon after adoption of this Resolution as is convenient.

Section 11. Book-Entry-Only Bonds. The Series 2013C (AMT) Bonds shall be transferable as follows:

(a) Each maturity of Series 2013C (AMT) Bonds will be issued as a single Bond in the name of the Securities Depository, or its nominee, which will act as depository for the Series 2013C (AMT) Bonds. During the term of the Series 2013C (AMT) Bonds, ownership and subsequent transfers of ownership will be reflected by book entry on the records of the Securities Depository and those financial institutions for whom the Securities Depository effects book entry transfers (collectively, the "Participants"). No person for whom a Participant has an interest in Series 2013C (AMT) Bonds (a "Beneficial Owner") shall receive Bond certificates representing their respective interest in the Series 2013C (AMT) Bonds except in the event that the Securities Depository or the County shall determine, at its option, to terminate the book-entry system described in this section. Payment of principal of, and interest on, the Series 2013C (AMT) Bonds will be made by the Fiscal Agent to the Securities Depository which will in turn remit such payment of principal and interest to its Participants which will in turn remit such principal and interest to the Beneficial Owners of the Series 2013C (AMT) Bonds until and unless the Securities Depository or the County elect to terminate the book entry system, whereupon the County shall deliver Bond certificates to the Beneficial Owners of the Series 2013C (AMT) Bonds or their nominees. Bond certificates issued under this section may not be transferred or exchanged except as provided in this section.

(b) [Reserved].

(c) Immediately upon delivery of the Series 2013C (AMT) Bonds to the purchasers thereof on the delivery date, such purchasers shall deposit the Bond certificates representing all of the Series 2013C (AMT) Bonds with the Securities Depository. The Securities Depository, or its nominee, will be the sole owner of the Series 2013C (AMT) Bonds, and no investor or other party purchasing, selling or otherwise transferring ownership of any Series 2013C (AMT) Bonds will receive, hold or deliver any Bond certificates as long as the Securities Depository holds the Series 2013C (AMT) Bonds immobilized from circulation.

(d) The Series 2013C (AMT) Bonds may not be transferred or exchanged except:

(1) To any successor of the Securities Depository (or its nominee) or any substitute depository ("Substitute Depository") designated pursuant to (ii) below, provided that any successor of the Securities Depository or any Substitute Depository must be a qualified and registered "clearing agency" as provided in Section 17A of the Securities Exchange Act of 1934, as amended;

(2) To a Substitute Depository designated by or acceptable to the County upon (a) the determination by the Securities Depository that the Series 2013C (AMT) Bonds shall no longer be eligible for depository services or (b) a determination by the County that the Securities Depository is no longer able to carry out its functions, provided that any such Substitute Depository must be qualified to act as such, as provided in subsection (1) above; or

(3) To those persons to whom transfer is requested in written transfer instructions in the event that:

(i) The Securities Depository shall resign or discontinue its services for the Series 2013C (AMT) Bonds and, only if the County is unable to locate a qualified successor within two months following the resignation or determination of noneligibility, or

(ii) Upon a determination by the County that the continuation of the book entry system described herein, which precludes the issuance of certificates to any Series 2013C (AMT) Bondowner other than the Securities Depository (or its nominee) is no longer in the best interest of the Beneficial Owners of the Series 2013C (AMT) Bonds.

(e) The Depository Trust Company, New York, New York, is hereby appointed the Securities Depository for the Series 2013C (AMT) Bonds.

Section 12. Compliance with Federal Tax Laws.

(a) The County shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Series 2013C (AMT) Bonds.

(b) The County also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Series 2013C (AMT) Bonds, provided that in meeting such requirements the County will do so only to the extent consistent with the proceedings authorizing the Series 2013C (AMT) Bonds and the laws of Wisconsin, and to the extent there is a reasonable period of time in which to comply.

Section 13. Rebate Fund. If necessary, the County shall establish and maintain, so long as the Series 2013C (AMT) Bonds are outstanding, a separate account to be known as the "Rebate Fund" for the purpose of complying with the rebate requirements of Section 148(f) of the Code. The Rebate Fund is for the sole purpose of paying rebate to the United States of America, if any, on amounts of Series 2013C (AMT) Bond proceeds held by the County. The County hereby covenants and agrees that it shall pay from the Rebate Fund the rebate amounts as determined herein to the United States of America.

The County may engage the services of accountants, attorneys, or other consultants necessary to assist it in determining rebate amounts. Amounts held in the Rebate Fund and the investment income therefrom are not pledged as security for the Series 2013C (AMT) Bonds and may only be used to pay amounts to the United States. The County shall maintain or cause to be maintained records of such determinations until six (6) years after payment in full of the Series 2013C (AMT) Bonds and shall make such records available upon reasonable request therefor.

The County anticipates that it will qualify for the construction expenditure exemption from the rebate requirements of the Code. The County Clerk or other officer of the County charged with the responsibility of issuing the Bonds, shall provide an appropriate certificate of the County as of the Closing, for inclusion in the transcript of proceedings, with respect to said exemption from the rebate requirements, and said County Clerk or other officer is hereby authorized to make any election on behalf of the County in order to comply with the rebate

requirements of the Code. If, for any reason, the County did not qualify for any exemption from the rebate requirements of the Code, the County covenants that it would take all necessary steps to comply with such requirements.

Section 14. Defeasance. When all Series 2013C (AMT) Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The County may discharge all Series 2013C (AMT) Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government ("Government Obligations"), or of securities wholly and irrevocably secured as to principal and interest by Government Obligations and rated in the highest rating category of a nationally recognized rating service, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Series 2013C (AMT) Bond to its maturity, and to pay the principal amount of each such Series 2013C (AMT) Bond at maturity.

Section 15. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the County and the owner or owners of the Series 2013C (AMT) Bonds, and after issuance of any of the Series 2013C (AMT) Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 18 hereof, until all of the Series 2013C (AMT) Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Series 2013C (AMT) Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the County, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the County, its Governing Body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 16. General Authorizations. The Chairperson (or in his absence the Vice Chairperson), County Clerk, Treasurer and Director of Administration or Finance Director of the County and the appropriate deputies and officials of the County in accordance with their assigned responsibilities are hereby each authorized to execute, deliver, publish, file and record such other documents, instruments, notices and records and to take such other actions as shall be necessary or desirable to accomplish the purposes of this Resolution and to comply with and perform the obligations of the County under the Series 2013C (AMT) Bonds. The execution or written approval of any document by the Chairperson (or in his absence the Vice Chairperson), County Clerk, Treasurer, Director of Administration or Finance Director of the County herein authorized shall be conclusive evidence of the approval by the County of such document in accordance with the terms hereof.

In the event that said officers shall be unable by reason of death, disability, absence or vacancy of office to perform in timely fashion any of the duties specified herein (such as the execution of Series 2013C (AMT) Bonds), such duties shall be performed by the officer or official succeeding to such duties in accordance with law and the rules of the County.

Any actions taken by the Chairperson, Vice Chairperson, County Clerk, Treasurer, Director of Administration or Finance Director of the County consistent with this Resolution are hereby ratified and confirmed.

Section 17. Employment of Counsel. The County hereby employs the law firm of Whyte Hirschboeck Dudek S.C., Milwaukee, Wisconsin, pursuant to Section 67.10(7) of the Wisconsin Statutes, and directs the County Clerk of the County to certify to such law firm a copy of all proceedings preliminary to the issuance of the Series 2013C (AMT) Bonds.

Section 18. Amendment to Resolution. After the issuance of any of the Series 2013C (AMT) Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Series 2013C (AMT) Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the County may, from time to time, amend this Resolution without the consent of any of the owners of the Series 2013C (AMT) Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Series 2013C (AMT) Bonds then outstanding; provided, however, that no amendment shall permit any change in the pledge of tax revenues of the County or the maturity of any Series 2013C (AMT) Bond issued hereunder, or a reduction in the rate of interest on any Series 2013C (AMT) Bond, or in the amount of the principal obligation thereof, or change the terms upon which the Series 2013C (AMT) Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Series 2013C (AMT) Bond to which the change is applicable.

Section 19. Illegal or Invalid Provisions. In case any one or more of the provisions of this Resolution or any of the Series 2013C (AMT) Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution or of the Series 2013C (AMT) Bonds.

Section 20. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds shall be paid by Associated Trust Company, National Association, Green Bay, Wisconsin, which is hereby appointed as the County's registrar and fiscal agent pursuant to the provisions of Section 67.10(2), Wisconsin Statutes (the "Fiscal Agent"). The Fiscal Agency Agreement between the County and the Fiscal Agent shall be substantially in the form attached hereto as Exhibit E and incorporated herein by this reference.

Section 21. Municipal Bond Insurance. If the purchaser of the Series 2013C (AMT) Bonds obtains municipal bond insurance with respect to the Series 2013C (AMT) Bonds, the Chairperson (or in his absence the Vice Chairperson) and County Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Chairperson (or in his absence the Vice Chairperson) and County Clerk, including provisions regarding restrictions on investment of bond proceeds, the rights of the bond insurer in the event of default and payment of the Series 2013C (AMT) Bonds by the bond insurer and notices to be given and information to be provided to the bond insurer. In addition, appropriate reference to the municipal bond insurance policy shall be made in the form of Series 2013C (AMT) Bond provided herein.

Section 22. Section 893.77 Notice. Notice of sale of the Bonds, in the form attached hereto as Exhibit F, shall be published in the official newspaper of the County as a class I notice under Chapter 985 of the Wisconsin Statutes.

Section 23. Conflicting Resolutions. All ordinances, resolutions, or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage.

Section 24. Waiver of Right of Reconsideration. The Supervisors adopting this Resolution hereby waive their right to reconsider this Resolution as provided in Brown County Code section 2.14(17).

Section 25. Redemption of Prior Bonds. The County shall take all necessary or desirable actions to redeem the Prior Bonds as soon as practicable after the issuance of the Series 2013C (AMT) Bonds.

Adopted: September 18, 2013.

Approved by:

Troy Streckenbach
Brown County Executive

Date Signed: _____

EXHIBIT A

OFFICIAL NOTICE OF SALE

[See Appendix D of Preliminary Official Statement]

EXHIBIT B

SUMMARY OF BIDS

[See Attached]



The PFM Group
Public Financial Management, Inc.
PFM Asset Management LLC
PFM Advisors

115 South 84th Street
Suite 315
Milwaukee, WI 53214

414 771-2700
414 771-1041 fax
www.pfm.com

TABULATION OF BIDS

\$3,940,000* (Resized to \$3,715,000)

**General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)
Brown County, Wisconsin**

AWARD:

Morgan Stanley & Co., LLC

Sale Date: September 18, 2013

Dated: October 9, 2013

Due: November 1, 2014/2022

Bank Qualified: No

Rating: Moody's "Aaa"

Insured: No

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	<u>Yield</u>	
Morgan Stanley & Co., LLC	New York, NY	2014	2.000%	0.300%	<u>Price*</u>
		2015	2.000%	0.650%	\$4,136,763.15
		2016	2.000%	1.000%	
		2017	3.000%	1.350%	<u>NIC*</u>
		2018	3.000%	1.800%	\$514,397.68
		2019	3.000%	2.150%	
		2020	4.000%	2.400%	<u>TIC*</u>
		2021	4.000%	2.750%	2.389198%
		2022	4.000%	3.000%	

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Hutchinson, Shockey, Erley & Co.	Chicago, IL	2014	2.000%	<u>Price</u>
		2015	2.000%	\$4,065,389.60
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	3.000%	\$568,714.57
		2019	3.000%	
		2020	4.000%	<u>TIC</u>
		2021	4.000%	2.670537%
		2022	4.000%	

* Subsequent to bid opening the issue was resized to \$3,715,000, the purchase price adjusted to \$3,902,440.53, yielding a NIC of \$492,688.36 and a TIC of 2.400649%.



Brown County, Wisconsin
General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)
Tabulation of Bids
September 18, 2013

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Robert W. Baird & Co., Inc.	Milwaukee, WI	2014	2.000%	<u>Price</u>
		2015	2.000%	\$3,954,563.80
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	3.000%	\$563,663.42
		2019	3.000%	
		2020	3.000%	<u>TIC</u>
		2021	3.000%	2.709075%
		2022	3.000%	
<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
UBS Financial Services Inc.	New York, NY	2014	3.000%	<u>Price</u>
		2015	3.000%	\$4,136,979.05
		2016	3.000%	
		2017	3.500%	<u>NIC</u>
		2018	3.500%	\$585,702.89
		2019	4.000%	
		2020	4.000%	<u>TIC</u>
		2021	4.000%	2.729504%
		2022	4.000%	
<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Cronin & Co., Inc.	Minneapolis, MN	2014	3.000%	<u>Price</u>
		2015	3.000%	\$4,068,978.10
		2016	3.000%	
		2017	3.000%	<u>NIC</u>
		2018	3.000%	\$587,898.98
		2019	3.250%	
		2020	3.500%	<u>TIC</u>
		2021	3.750%	2.769925%
		2022	4.000%	

EXHIBIT C

BID FORM

[See Attached]

BID FORM

\$3,940,000*

**General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)
Brown County, Wisconsin**

(Electronic bids are also accepted via Parity® – See Official Notice of Sale)

**Brown County, Wisconsin
c/o Public Financial Management, Inc. (Fax: 414/771-1041)**

Sale Date: September 18, 2013

For all or none of the principal amount of the County's \$3,940,000* General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT), legally issued and as described in the Official Notice of Sale, we will pay the County the purchase price of \$4,136,763.15 plus accrued interest, if any, on the total principal amount of the Bonds to date of delivery, provided the Bonds bear the following interest rates:

<u>Year</u>	<u>Original Amount</u>	<u>Revised Amount</u>	<u>Interest Rate</u>
2014	\$ 395,000	\$ 360,000	2.00%
2015	400,000	365,000	2.00%
2016	415,000	385,000	2.00%
2017	420,000	390,000	3.00%
2018	430,000	405,000	3.00%
2019	445,000	425,000	3.00%
2020	470,000	450,000	4.00%
2021	475,000	460,000	4.00%
2022	490,000	475,000	4.00%

* Preliminary, subject to change

The Bonds mature on November 1 in each of the years as indicated above and interest is payable May 1 and November 1 of each year, commencing May 1, 2014. The Bonds are not subject to prior redemption at the option of the County.

In making this offer, we accept the terms and conditions as defined in the Official Notice of Sale published in the Preliminary Official Statement dated September 11, 2013. All blank spaces of this offer are intentional and are not to be construed as an omission.

Our good faith deposit in the amount of \$39,400 will be wired in federal funds to the County within two hours after verbal award is made according to the Official Notice of Sale.

NOT PART OF THE BID

Explanatory Note: According to our
computation this bid involves the following:

\$ 514,397.68

Net Interest Cost

2.389198%

True Interest Rate (TIC)

Respectfully submitted,

Morgan Stanley & Co, LLC

Account Manager



The foregoing offer is hereby accepted by and on behalf of Brown County, Wisconsin, this 18th day of September, 2013.

Patrick Moynihan, Jr., Chairperson

Sandra L. Juno, County Clerk

Subsequent to the bid opening the issue was resized to \$3,715,000 and the purchase price adjusted to \$3,902,440.53, which yields a TIC of 2.400649%.

EXHIBIT D

REGISTERED NO. R-_____	FORM OF SERIES 2013C (AMT) BOND UNITED STATES OF AMERICA STATE OF WISCONSIN BROWN COUNTY, WISCONSIN,	REGISTERED \$_____
---------------------------	--	-----------------------

GENERAL OBLIGATION AIRPORT IMPROVEMENT REFUNDING BOND, SERIES 2013C
(AMT)

<u>Interest</u> <u>Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>Principal</u> <u>Amount</u>	<u>CUSIP</u>
_____ %	November 1, _____	October 9, 2013	\$_____	_____

FOR VALUE RECEIVED, Brown County, Wisconsin, promises to pay to Cede & Co., or registered assigns, the principal amount specified above on the maturity date specified above, together with interest thereon from the Dated Date or the most recent payment date to which interest has been paid, unless the date of registration of this Series 2013C (AMT) Bond is after the 15th day of the calendar month immediately preceding an interest payment date, in which case interest will be paid from such interest payment date, at the rate per annum specified above, such interest being payable commencing on May 1, 2014 and semi-annually thereafter on November 1 and May 1 of each year.

The Bonds are not subject to call and prior redemption.

Both principal hereof and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America by Associated Trust Company, National Association, Green Bay, Wisconsin the fiscal agent appointed by the County pursuant to the provisions of Section 67.10(2), Wisconsin Statutes, to act as bond registrar and paying agent (the "Bond Registrar"). For the prompt payment of this Series 2013C (AMT) Bond with interest thereon as aforesaid, and the levying and collection of taxes sufficient for that purpose, the full faith, credit and resources of the County are hereby irrevocably pledged. The principal of this Series 2013C (AMT) Bond shall be payable only upon presentation and surrender of this Series 2013C (AMT) Bond to the Fiscal Agent at the principal office of the Fiscal Agent. Interest hereon shall be payable by check or draft dated as of the applicable interest payment date and mailed from the office of the Bond Registrar to the person in whose name this Series 2013C (AMT) Bond is registered at the close of business on the 15th day of the calendar month next preceding each interest payment date.

This Series 2013C (AMT) Bond is transferable only upon the books of the County kept for that purpose by the at the office of the Bond Registrar, by the registered owner in person or his duly authorized attorney, upon surrender of this Series 2013C (AMT) Bond together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Fiscal Agent duly executed by the registered owner or his duly authorized attorney. Thereupon a new Series 2013C (AMT) Bond of the same aggregate principal amount, series and maturity shall be issued to the transferee in exchange therefor. The County may deem and treat the person in whose name this Series 2013C (AMT) Bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or interest hereof and for all

other purposes. The Series 2013C (AMT) Bonds are issuable solely as negotiable, fully registered Series 2013C (AMT) Bonds without coupons in authorized denominations of \$5,000 or any whole multiple thereof.

This Series 2013C (AMT) Bond is one of an issue aggregating \$3,715,000 for public purposes, including but not limited to refunding certain maturities of the County's \$6,000,000 General Obligation Airport Improvement Bonds, Series 2003A dated September 1, 2003 the ("Prior Bonds), and issuance expenses (collectively, the "Public Purpose").

This Series 2013C (AMT) Bond is authorized by a resolution of the County Board of Supervisors of the County, duly adopted by said County Board of Supervisors at its meeting duly convened on September 18, 2013, which resolution is recorded in the official book of its minutes for said date.

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Series 2013C (AMT) Bond have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the County, including this Series 2013C (AMT) Bond and others authorized simultaneously herewith, does not exceed any limitations imposed by law or the Constitution of the State of Wisconsin; and that the County has levied a direct, annual irrepealable tax sufficient to pay this Series 2013C (AMT) Bond, together with interest thereon when and as payable.

No delay or omission on the part of the owner hereof to exercise any right hereunder shall impair such right or be considered as a waiver thereof or as a waiver of or acquiescence in any default hereunder.

IN WITNESS WHEREOF, the County Board of Supervisors of Brown County, Wisconsin, has caused this Series 2013C (AMT) Bond to be signed on behalf of said County by its duly qualified and acting Chairperson and County Clerk, and its official or corporate seal to be impressed hereon, all as of the date of original issue specified above.

BROWN COUNTY, WISCONSIN

[SEAL]

By: _____
Patrick Moynihan, Jr., Chairperson

Attest: _____
Sandra L. Juno, County Clerk

[FORM OF ASSIGNMENT]

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(Please print or typewrite name and address,
including zip code, of Assignee)

(Please print or typewrite Social Security or
other identifying number of Assignee)

the within Series 2013C (AMT) Bond and all rights thereunder, hereby irrevocably constituting and appointing

(Please print or typewrite name of Attorney)

attorney to transfer said Series 2013C (AMT) Bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____.

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Series 2013C (AMT) Bond in every particular without alteration or enlargement or any change whatever.

Signature(s) guaranteed by:

EXHIBIT E

FISCAL AGENCY AGREEMENT

\$3,715,000

Brown County, Wisconsin

General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)

FISCAL AGENCY AGREEMENT

THIS AGREEMENT is made and entered into this October 9, 2013, by and between Brown County, Wisconsin (the "County"), and Associated Trust Company, National Association, Green Bay, Wisconsin (the "Agent").

WITNESSETH:

WHEREAS, the County has authorized the borrowing of the sum of THREE MILLION SEVEN HUNDRED FIFTEEN THOUSAND DOLLARS (\$3,715,000) pursuant to Section 67.05, Wisconsin Statutes, and resolutions adopted by the County Board on August 21, 2013 and September 18, 2013 and has authorized the issuance and sale of \$3,715,000 principal amount of General Obligation Airport Improvement Refunding Bonds to evidence such indebtedness (the "Obligations"). The Obligations shall be designated "General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)"; shall be dated October 9, 2013; shall bear interest at the rates set forth below; and shall mature on November 1 of each year, in the years and principal amounts as follows:

MATURITY SCHEDULE

Maturity Date
(November 1)

Principal Amount

Interest Rate

2014	\$360,000	2.000%
2015	\$365,000	2.000%
2016	\$385,000	2.000%
2017	\$390,000	3.000%
2018	\$405,000	3.000%
2019	\$425,000	3.000%
2020	\$450,000	4.000%
2021	\$460,000	4.000%
2022	\$475,000	4.000%

Interest shall be payable commencing on May 1, 2014 and semi-annually thereafter on November 1 and May 1 of each year until the principal of the Obligations is paid in full or discharged;

WHEREAS, the County is issuing the Obligations in registered form pursuant to Section 149 of the Internal Revenue Code of 1986, as amended, and any applicable income tax regulations; and,

WHEREAS, pursuant to the aforesaid resolution or resolutions and Section 67.10(2), Wisconsin Statutes, the County Board of the County has authorized the appointment of the Agent as Fiscal Agent of the County for the purpose of performing any or all of the following functions with respect to the Obligations: paying the principal of and interest on the Obligations; accounting for such payments; registering, authenticating, transferring, and canceling the Obligations; and maintaining a registration book in addition to other applicable responsibilities all in accordance with the provisions of Section 67.10(2), Wisconsin Statutes.

NOW, THEREFORE, the County and the Agent do hereby agree as follows:

APPOINTMENT

The Agent is hereby appointed Fiscal Agent of the County with respect to the Obligations for the purpose of performing such of the responsibilities stated in Section 67.10(2)(a), Wisconsin Statutes, as are delegated herein or as may be otherwise specifically delegated in writing to the Fiscal Agent by the County.

INVESTMENT RESPONSIBILITY

The Fiscal Agent shall not be under any obligation to invest funds held for the payment of interest or principal on the Obligations.

PAYMENTS

At least one (1) business day before each semi-annual interest payment date (commencing with the first interest payment date and continuing thereafter until the principal of and interest on the Obligations should have been fully paid or prepaid in accordance with their terms) the County agrees to and shall pay to the Fiscal Agent, in immediately available funds, a sum equal to the amount payable as principal of and the premium, if any, and interest on the Obligations on such semi-annual interest payment date. Said semi-annual interest and/or principal payment dates and amounts are set forth in Exhibit A which is attached hereto and incorporated herein by this reference.

CANCELLATION

In every case of the surrender of any Obligation for the purpose of payment, the Fiscal Agent shall cancel and destroy the same and deliver to the County a certificate regarding such cancellation, setting forth an accurate description of the Obligation, specifying its number, date, purpose, amount, rate of interest, and payment date and stating the date and amount of each payment of principal or interest thereon. The Fiscal Agent shall also cancel and destroy Obligations presented for transfer or exchange and deliver a certificate with respect to such transfer or exchange to the County. The Fiscal Agent shall be permitted to microfilm, or otherwise photocopy and record said canceled Obligations.

REGISTRATION BOOK

Fiscal Agent shall maintain in the name of the County a Registration Book containing the names and addresses of all registered owners of the Obligations. The Fiscal Agent shall keep confidential said information in accordance with applicable banking and governmental regulations.

INTEREST PAYMENT

Payment of each installment of interest shall be made to the registered owner who shall appear on the Registration Book at the close of business on the 15th day of the calendar month next preceding the interest payment date and shall be paid by check or draft of the Fiscal Agent mailed to such registered owner at his address as it appears in such Registration Book or at such other address as may be furnished in writing by such registered owner to the Fiscal Agent.

PAYMENT OF PRINCIPAL

Principal shall be paid to the registered owner of an Obligation upon surrender of the Obligation on or after its maturity or redemption date.

REDEMPTION NOTICE

[Reserved].

UTILIZATION OF THE DEPOSITORY TRUST COMPANY

The Depository Trust Company's Book-Entry-Only system is to be utilized for the Obligations. The Fiscal Agent agrees to comply with the provisions of the Blanket Issuer Letter of Representation which has been executed and delivered to The Depository Trust Company by the County.

TRANSFER AND EXCHANGE OF OBLIGATIONS

The Fiscal Agent shall transfer Obligations upon presentation of a written assignment duly executed by the registered owner or by such owner's duly authorized legal representative. Upon such transfer, a new registered Obligation of authorized denomination or denominations in the same aggregate principal amount shall be issued to the transferee in exchange thereof, and the name of such transferee shall be entered as the new registered owner in the Registration Book. Upon request of the registered owner, the Fiscal Agent shall exchange Obligations of the issue for a like aggregate principal amount of Obligations of the same maturity in authorized whole integral multiples of \$5,000.

The Obligations shall be numbered 1 and upward. Upon any transfer or exchange, the Obligation or Obligations issued shall bear the next highest consecutive unused number or numbers.

STATEMENTS

The Fiscal Agent shall furnish the County with an accounting of payments received and made and funds on hand annually.

FEES

The County agrees to pay the Fiscal Agent fees in accordance with the fee schedule provided by the Fiscal Agent which is attached hereto as Exhibit B and incorporated herein by this reference until the final principal payment (or redemption date in the event the County exercises its option, if any, to redeem the Obligations). Such fees are payable on the dates principal is due or pursuant to statements provided to the County by the Fiscal Agent. In the event the County exercises its option, if any, to redeem the Obligations, the Fiscal Agent shall be reimbursed for mailing costs related therewith.

MISCELLANEOUS

Nonpresentment of Checks. In the event the check or draft mailed by the Fiscal Agent to the registered owner is not presented for payment within six years of its date, then the monies representing such nonpayment shall be returned to the County or to such board, officer or body as may then be entitled by law to receive the same, together with the name of the registered owner of the Obligation and the last mailing address of record. Thereafter, the Fiscal Agent shall not be responsible for the payment of such check or draft.

Resignations; Successor Fiscal Agent. Fiscal Agent may at any time resign by giving not less than sixty days written notice to County. Upon receiving such notice of resignation, the County shall promptly appoint a successor Fiscal Agent by an instrument in writing executed by order of its governing body. If no successor Fiscal Agent shall have been so appointed and have accepted appointment within sixty days after such notice of resignation, the resigning Fiscal Agent may petition any court of competent jurisdiction for the appointment of a successor fiscal agent. Such court may thereupon, after such notice, if any, as it may deem proper and prescribes, appoint a successor fiscal agent.

Any successor fiscal agent shall be qualified to act pursuant to Section 67.10(2), Wisconsin Statutes, as amended.

Any successor fiscal agent shall execute, acknowledge and deliver to the County and to its predecessor fiscal agent an instrument accepting such appointment hereunder, and thereupon the resignation of the predecessor fiscal agent shall become effective and such successor fiscal agent, without any further act, deed or conveyance, shall become vested with all the rights, powers, trusts, duties and obligations of its predecessor, with like effect as if originally named as fiscal agent herein; but nevertheless, on written request of County, or on the request of the successor, the fiscal agent ceasing to act shall execute and deliver an instrument transferring to such successor fiscal agent, all the rights, powers, and trusts of the fiscal agent so ceasing to act. Upon the request of any such successor fiscal agent, the County shall execute any and all instruments in writing for more fully and certainly vesting in and confirming to such successor fiscal agent all such rights, powers and duties. Any predecessor fiscal agent shall pay over to its successor fiscal agent any funds of the County.

Termination. This Agreement shall terminate six years after the last principal payment on the Obligations is due whether by maturity or earlier redemption or the final discharge of the County's responsibilities for payment of the Obligations, whichever is later. The parties realize that any funds hereunder as shall remain upon termination shall be turned over to the County after deduction of any unpaid fees and disbursements of Fiscal Agent. Termination of this Agreement shall not, of itself, have any effect on County's obligation to pay the outstanding Obligations in full in accordance with the terms thereof.

Execution. This Agreement shall be executed on behalf of the County and the Agent by their duly authorized officers. This Agreement may be executed in several counter-parts, each of which shall be an original and all of which shall constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement, being duly authorized so to do, each in the manner most appropriate to it, on the date first above written.

BROWN COUNTY, WISCONSIN

[SEAL]

By: _____
Patrick Moynihan, Jr., Chairperson

By: _____
Sandra L. Juno, County Clerk

**ASSOCIATED TRUST COMPANY,
NATIONAL ASSOCIATION**

By: _____
Name: _____
Title: _____

EXHIBIT A

DEBT SERVICE SCHEDULE

\$3,715,000

Brown County, Wisconsin

General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT)

BOND DEBT SERVICE					
Brown County, WI					
\$3,715,000 Airport Refunding Bonds, Series 2013C (AMT)					
Bid by Morgan Stanley & Co - After Resize					
Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
05/01/2014			64,078.89	64,078.89	
11/01/2014			57,100.00	417,100.00	481,178.89
05/01/2015	360,000	2.000%	53,500.00	53,500.00	
11/01/2015			53,500.00	418,500.00	472,000.00
05/01/2016	365,000	2.000%	49,850.00	49,850.00	
11/01/2016			49,850.00	434,850.00	484,700.00
05/01/2017	385,000	2.000%	46,000.00	46,000.00	
11/01/2017			46,000.00	436,000.00	482,000.00
05/01/2018	390,000	3.000%	40,150.00	40,150.00	
11/01/2018			40,150.00	445,150.00	485,300.00
05/01/2019	405,000	3.000%	34,075.00	34,075.00	
11/01/2019			34,075.00	459,075.00	493,150.00
05/01/2020	425,000	3.000%	27,700.00	27,700.00	
11/01/2020			27,700.00	477,700.00	505,400.00
05/01/2021	450,000	4.000%	18,700.00	18,700.00	
11/01/2021			18,700.00	478,700.00	497,400.00
05/01/2022	460,000	4.000%	9,500.00	9,500.00	
11/01/2022			9,500.00	484,500.00	494,000.00
	475,000	4.000%			
	3,715,000		680,128.89	4,395,128.89	4,395,128.89

EXHIBIT B

FISCAL AGENT FEE SCHEDULE

Acceptance Fee: \$325
Annual Fee: \$350

Plus out-of-pocket expenses.

EXHIBIT F

SECTION 893.77 NOTICE

On September 18, 2013, a resolution was offered, adopted and approved by the County Board of Supervisors of Brown County, Wisconsin (the "County"), whereby the County authorized and directed the sale and issuance of its \$3,715,000 General Obligation Airport Improvement Refunding Bonds, Series 2013C (AMT).

The closing for the above-referenced bonds will be held on or about October 9, 2013. Copies of all proceedings had to date with respect to the authorization and sale of said bonds are on file and may be examined in the offices of the County at 305 East Walnut Street, Green Bay, WI 54305.

This Notice is given pursuant to Section 893.77 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such municipal financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this Notice.

Dated: September 19, 2013.

Sandra L. Juno
County Clerk

A motion was made by Supervisor Sieber and seconded by Supervisor De Wane **“to adopt”**.
Vote taken. Roll Call #10d(1):

Ayes: Sieber, De Wane, Nicholson, Hoyer, Hopp, Haefs, Erickson, Zima, Evans, Vander
Leest, Buckley, La Violette, Katers, Kaster, Van Dyck, Jamir, Robinson, Clancy,
Campbell, Moynihan, Steffen, Carpenter, Lund, Fewell

Excused: Landwehr, Dantine

Total Ayes: 24 Total Nays: 0 Excused: 2

Motion Carried.

Approved by: \s\ Troy Streckenbach, County Executive Date: 09/20/2013

**No. 10e -- RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$9,060,000
TAXABLE GENERAL OBLIGATION REFUNDING BONDS, SERIES 2013D**

BROWN COUNTY, WISCONSIN

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
\$9,060,000 TAXABLE GENERAL OBLIGATION
REFUNDING BONDS, SERIES 2013D**

WHEREAS, Brown County, Wisconsin (the “County”), is in need of funds aggregating \$9,060,000 for public purposes, including but not limited to refunding certain maturities of the County’s \$11,565,000 Taxable General Obligation Refunding Bonds, dated March 28, 2003 (the “Prior Bonds), and issuance expenses (collectively, the “Public Purpose”); and

WHEREAS, the Director of Administration of the County and the County’s financial advisor, Public Financial Management, Inc., have caused fair and appropriate notice to be given of the sale of \$9,060,000 Brown County, Wisconsin, Taxable General Obligation Refunding Bonds, Series 2013D (the “Series 2013D Bonds”), which action is hereby in all respects ratified and confirmed; and

WHEREAS, pursuant to Chapter 67 of the Wisconsin Statutes, as amended, the County is authorized to issue general obligation refunding bonds of the County for the Public Purpose; and

WHEREAS, the County has prepared and distributed a Preliminary Official Statement dated September 11, 2013 (the “Preliminary Official Statement”) describing the Series 2013D Bonds and the security therefor; and

WHEREAS, in accordance with the Official Notice of Sale for the Series 2013D Bonds (the “Official Notice of Sale”), a copy of which is attached hereto as Exhibit A, written bids for the sale of the Series 2013D Bonds were received and delivered to the County Board of Supervisors (the “Governing Body”) at its meeting on September 18, 2013; and

WHEREAS, sealed bid proposals were received as summarized in Exhibit B attached hereto; and

WHEREAS, the Governing Body has considered all of the bids received and hereby finds and determines that BMO Capital Markets (hereinafter referred to as the "Purchaser"), bidding the price of \$9,125,533.75 (\$9,060,000.00 principal amount of the Series 2013D Bonds, plus premium of \$121,433.95, less underwriter's discount of \$55,900.20) for the entire issue of Series 2013D Bonds (the "Purchase Price"), to bear interest at the rates shown herein for Series 2013D Bonds maturing on November 1 in the respective years stated herein, was the most advantageous bid in accordance with the Official Notice of Sale, which bid is attached hereto as Exhibit C and incorporated herein by reference; and

WHEREAS, the Governing Body hereby finds that the Purchaser is responsible and that its bid complies with all terms of the Official Notice of Sale; and

WHEREAS, it is now expedient and necessary for the County to issue and sell its Taxable General Obligation Refunding Bonds in the amount of \$9,060,000 for the Public Purpose.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the County as follows:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

"Act" shall mean Chapter 67 of the Wisconsin Statutes, as amended;

"Bond Registrar" shall mean the Fiscal Agent;

"County" shall mean Brown County, Wisconsin;

"Dated Date" shall mean October 9, 2013;

"Debt Service Fund Account" shall mean the Debt Service Fund Account of the County, which shall be the "special redemption fund" as such term is defined in the Act;

"Fiscal Agency Agreement" shall mean the agreement between the County and the Fiscal Agent, a copy of which is attached hereto as Exhibit E;

"Fiscal Agent" shall mean Associated Trust Company, National Association, Green Bay Wisconsin;

"Governing Body" shall mean the Board of Supervisors of the County, or such other body as may hereafter be the chief legislative body of the County;

"Prior Bonds" shall mean the County's bonds described in the preamble to this Resolution;

"Public Purpose" shall mean the public purpose described in the preamble to this Resolution;

“Purchase Price” shall mean \$9,125,533.75 (\$9,060,000.00 principal amount of the Series 2013D Bonds, plus premium of \$121,433.95, less underwriter’s discount of \$55,900.20);

“Purchaser” shall mean BMO Capital Markets;

“Record Date” shall mean the close of business on the 15th day of the calendar month next preceding any principal or interest payment date;

“Securities Depository” shall mean The Depository Trust Company, New York, New York, or its nominee; and

“Series 2013D Bonds” shall mean the County’s \$9,060,000 Taxable General Obligation Refunding Bonds, Series 2013D.

Section 2. Authorization of the Series 2013D Bonds. For the purpose of financing the Public Purpose, there shall be borrowed on the full faith and credit of the County the sum of \$9,060,000; and fully registered Taxable General Obligation Refunding Bonds of the County are authorized to be issued in evidence thereof.

Section 3. Sale of the Series 2013D Bonds. To evidence such indebtedness, the Chairperson (or in his absence the Vice Chairperson) and County Clerk of the County are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the County, Taxable General Obligation Refunding Bonds in the aggregate principal amount of \$9,060,000 for the Purchase Price.

Section 4. Terms of the Series 2013D Bonds. The Series 2013D Bonds shall be designated “Taxable General Obligation Refunding Bonds, Series 2013D”; shall be dated the Dated Date; shall be numbered R-1 and upward; shall bear interest as shown on the Maturity Schedule below; shall be issued in denominations of \$5,000 or any integral multiple thereof; and shall mature on November 1 in the years and in the amounts as set forth below. Interest on the Series 2013D Bonds shall accrue from the Dated Date on a 30-day month, 360-day year basis, and shall be payable commencing on May 1, 2013 and semi-annually thereafter on November 1 and May 1 of each year.

MATURITY SCHEDULE

<u>Maturity Date (November 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2014	\$675,000	2.000%
2015	\$755,000	2.000%
2016	\$825,000	2.000%
2017	\$905,000	2.000%
2018	\$985,000	2.500%
2019	\$1,080,000	2.700%
2020	\$1,170,000	2.700%
2021	\$1,275,000	3.000%
2022	\$1,390,000	3.200%

The Series 2013D Bonds are not subject to call and prior redemption.

Section 5. Form, Execution, Registration and Payment of the Series 2013D Bonds. The Series 2013D Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Series 2013D Bonds shall be executed in the name of the County by the manual or facsimile signatures of the Chairperson (or in his absence the Vice Chairperson) and County Clerk (except that one of the foregoing signatures shall be manual), and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Series 2013D Bonds shall be paid by the Fiscal Agent.

Both the principal of and interest on the Series 2013D Bonds shall be payable in lawful money of the United States of America by the Fiscal Agent. Payment of principal of the final maturity on the Series 2013D Bonds will be payable upon presentation and surrender of the Series 2013D Bonds to the Fiscal Agent. Payment of principal on the Series 2013D Bonds (except the final maturity) and each installment of interest shall be made to the registered owner of each Series 2013D Bond who shall appear on the registration books of the County, maintained by the Bond Registrar, on the Record Date and shall be paid by check or draft by the Fiscal Agent and mailed to such registered owner at the address appearing on such registration books or at such other address may be furnished in writing to such registered owner to the Bond Registrar.

Section 6. Redemption Fund. The sale proceeds of the Series 2013D Bonds herein provided for (other than any premium and accrued interest paid at the time of delivery which must be paid into the Debt Service Fund Account created below) shall be segregated in a special fund upon receipt and shall be used solely for the purposes for which borrowed or for the payment of the principal of and interest on the Series 2013D Bonds.

Section 7. Tax Levy. In order to provide for the collection of a direct annual tax sufficient in amount to pay and for the express purpose of paying the interest on the Series 2013D Bonds as it falls due and also to pay and discharge the principal thereof at maturity, there is hereby levied upon all of the taxable property in the County, in addition to all other taxes, a nonrepealable, direct, annual tax in an amount sufficient for that purpose. This tax shall be from year to year carried into the tax roll of the County and collected in addition to all other taxes and in the same manner and at the same time. Said tax is to be for the following years and in the following minimum amounts:

(a) Levy for the year 2013 in the amount of \$920,440.31, being the sum of:

\$129,787.81 for interest due on May 1, 2014;
\$675,000.00 for principal due on November 1, 2014; and
\$115,652.50 for interest due on November 1, 2014.

(b) Levy for the year 2014 in the amount of \$972,805.00, being the sum of:

\$108,902.50 for interest due on May 1, 2015;
\$755,000.00 for principal due on November 1, 2015; and
\$108,902.50 for interest due on November 1, 2015.

- (c) Levy for the year 2015 in the amount of \$1,027,705.00, being the sum of:
- \$101,352.50 for interest due on May 1, 2016;
 - \$825,000.00 for principal due on November 1, 2016; and
 - \$101,352.50 for interest due on November 1, 2016.
- (d) Levy for the year 2016 in the amount of \$1,091,205.00, being the sum of:
- \$93,102.50 for interest due on May 1, 2017;
 - \$905,000.00 for principal due on November 1, 2017; and
 - \$93,102.50 for interest due on November 1, 2017.
- (e) Levy for the year 2017 in the amount of \$1,153,105.00, being the sum of:
- \$84,052.50 for interest due on May 1, 2018;
 - \$985,000.00 for principal due on November 1, 2018; and
 - \$84,052.50 for interest due on November 1, 2018.
- (f) Levy for the year 2018 in the amount of \$1,223,480.00, being the sum of:
- \$71,740.00 for interest due on May 1, 2019;
 - \$1,080,000.00 for principal due on November 1, 2019; and
 - \$71,740.00 for interest due on November 1, 2019.
- (g) Levy for the year 2019 in the amount of \$1,284,320.00, being the sum of:
- \$57,160.00 for interest due on May 1, 2020;
 - \$1,170,000.00 for principal due on November 1, 2020; and
 - \$57,160.00 for interest due on November 1, 2020.
- (h) Levy for the year 2020 in the amount of \$1,357,730.00, being the sum of:
- \$41,365.00 for interest due on May 1, 2021;
 - \$1,275,000.00 for principal due on November 1, 2021; and
 - \$41,365.00 for interest due on November 1, 2021.
- (e) Levy for the year 2021 in the amount of \$1,434,480.00, being the sum of:
- \$22,240.00 for interest due on May 1, 2022;
 - \$1,390,000.00 for principal due on November 1, 2022; and
 - \$22,240.00 for interest due on November 1, 2022.

The County shall be and continue without power to repeal such levies or obstruct the collection of said taxes until all such payments have been made or provided for. After the issuance of the Series 2013D Bonds, said taxes shall be carried into the tax rolls of the County and collected as other taxes are collected, provided that the amount of tax carried into said tax rolls with respect to the Series 2013D Bonds may be reduced by the amount of any surplus money in the Debt Service Fund Account created pursuant to Section 8 hereof.

If there shall be insufficient funds from the tax levy to pay the principal of or interest on the Series 2013D Bonds when due, the said principal or interest shall be paid from other funds of the County on hand, said amounts to be returned when said taxes have been collected.

Section 8. Debt Service Fund Account. Within the debt service fund previously established within the treasury of the County, there be and there hereby is established a separate and distinct fund account designated as the "Debt Service Fund Account for \$9,060,000 Taxable General Obligation Refunding Bonds, Series 2013D" (hereinafter referred to as the "Debt Service Fund Account"), and such fund shall be maintained until the indebtedness evidenced by the Series 2013D Bonds is fully paid or otherwise extinguished. There shall be deposited in such Debt Service Fund (i) all accrued interest received by the County at the time of delivery of and payment for the Series 2013D Bonds; (ii) the taxes herein levied for the specific purpose of meeting principal of and interest on the Series 2013D Bonds when due; (iii) such other sums as may be necessary at any time to pay principal of and interest on the Series 2013D Bonds when due; and (iv) such further deposits as may be required by Section 67.11 of the Wisconsin Statutes, including without limitation the premium for which the Series 2013D Bonds were sold above par value.

No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Series 2013D Bonds until all such principal and interest has been paid in full and cancelled; provided (i) the funds to provide for each payment of principal of and interest on the Series 2013D Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Series 2013D Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the County, be invested by purchasing the Series 2013D Bonds as permitted by and subject to Section 67.11(2)(a) of the Wisconsin Statutes in interest-bearing obligations of the United States of America, in other obligations of the County or in other investments permitted by law, which investments shall continue as a part of the Debt Service Fund Account.

When all of the Series 2013D Bonds have been paid in full and cancelled, and all permitted investments disposed of, any money remaining in the Debt Service Fund Account shall be deposited in the general fund of the County, unless the Governing Body directs otherwise.

Section 9. Deposits and Investments. The Debt Service Fund Account shall be kept apart from moneys in the other funds and accounts of the County and the same shall be used for no purpose other than the prompt payment of principal of and interest on the Series 2013D Bonds as the same becomes due and payable. All moneys therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34 of the Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Sections 66.0603(1m) and 67.10(3) of the Wisconsin Statutes. All income derived from such investments shall be regarded as revenues of the County.

Section 10. Sale of Series 2013D Bonds. The terms, conditions and provisions of the Series 2013D Bonds are, in all respects, authorized and approved. The Series 2013D Bonds shall be sold and delivered to the Purchaser in the manner, at the Purchase Price, and pursuant to the terms and conditions set forth in the Official Notice of Sale.

The preparation of the Preliminary Official Statement dated September 11, 2013 and the Official Statement dated September 18, 2013, are hereby approved. The Preliminary Official Statement is "deemed final" as of its date, except for omissions or subsequent modifications permitted under Rule 15c2-12 of the Securities and Exchange Commission. The Chairperson (or in his absence the Vice Chairperson) and County Clerk of the County are authorized and directed to do any and all acts necessary to conclude delivery of the Series 2013D Bonds to the Purchaser, as soon after adoption of this Resolution as is convenient.

Section 11. Book-Entry-Only Bonds. The Series 2013D Bonds shall be transferable as follows:

(a) Each maturity of Series 2013D Bonds will be issued as a single Bond in the name of the Securities Depository, or its nominee, which will act as depository for the Series 2013D Bonds. During the term of the Series 2013D Bonds, ownership and subsequent transfers of ownership will be reflected by book entry on the records of the Securities Depository and those financial institutions for whom the Securities Depository effects book entry transfers (collectively, the "Participants"). No person for whom a Participant has an interest in Series 2013D Bonds (a "Beneficial Owner") shall receive Bond certificates representing their respective interest in the Series 2013D Bonds except in the event that the Securities Depository or the County shall determine, at its option, to terminate the book-entry system described in this section. Payment of principal of, and interest on, the Series 2013D Bonds will be made by the Fiscal Agent to the Securities Depository which will in turn remit such payment of principal and interest to its Participants which will in turn remit such principal and interest to the Beneficial Owners of the Series 2013D Bonds until and unless the Securities Depository or the County elect to terminate the book entry system, whereupon the County shall deliver Bond certificates to the Beneficial Owners of the Series 2013D Bonds or their nominees. Bond certificates issued under this section may not be transferred or exchanged except as provided in this section.

(b) [Reserved].

(c) Immediately upon delivery of the Series 2013D Bonds to the purchasers thereof on the delivery date, such purchasers shall deposit the Bond certificates representing all of the Series 2013D Bonds with the Securities Depository. The Securities Depository, or its nominee, will be the sole owner of the Series 2013D Bonds, and no investor or other party purchasing, selling or otherwise transferring ownership of any Series 2013D Bonds will receive, hold or deliver any Bond certificates as long as the Securities Depository holds the Series 2013D Bonds immobilized from circulation.

(d) The Series 2013D Bonds may not be transferred or exchanged except:

(1) To any successor of the Securities Depository (or its nominee) or any substitute depository ("Substitute Depository") designated pursuant to (ii) below, provided that any successor of the Securities Depository or any Substitute Depository must be a qualified and registered "clearing agency" as provided in Section 17A of the Securities Exchange Act of 1934, as amended;

(2) To a Substitute Depository designated by or acceptable to the County upon (a) the determination by the Securities Depository that the Series 2013D Bonds shall no longer be eligible for depository services or (b) a determination by the County that the Securities Depository is no longer able to carry out its functions, provided that

any such Substitute Depository must be qualified to act as such, as provided in subsection (1) above; or

(3) To those persons to whom transfer is requested in written transfer instructions in the event that:

(i) The Securities Depository shall resign or discontinue its services for the Series 2013D Bonds and, only if the County is unable to locate a qualified successor within two months following the resignation or determination of noneligibility, or

(ii) Upon a determination by the County that the continuation of the book entry system described herein, which precludes the issuance of certificates to any Series 2013D Bondowner other than the Securities Depository (or its nominee) is no longer in the best interest of the Beneficial Owners of the Series 2013D Bonds.

(e) The Depository Trust Company, New York, New York, is hereby appointed the Securities Depository for the Series 2013D Bonds.

Section 12. Compliance with Federal Tax Laws. [Reserved]

Section 13. Rebate Fund. [Reserved]

Section 14. Defeasance. When all Series 2013D Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The County may discharge all Series 2013D Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government ("Government Obligations"), or of securities wholly and irrevocably secured as to principal and interest by Government Obligations and rated in the highest rating category of a nationally recognized rating service, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Series 2013D Bond to its maturity, and to pay the principal amount of each such Series 2013D Bond at maturity.

Section 15. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the County and the owner or owners of the Series 2013D Bonds, and after issuance of any of the Series 2013D Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 18 hereof, until all of the Series 2013D Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Series 2013D Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the County, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the County, its Governing Body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 16. General Authorizations. The Chairperson (or in his absence the Vice Chairperson), County Clerk, Treasurer and Director of Administration or Finance Director of the County and the appropriate deputies and officials of the County in accordance with their

assigned responsibilities are hereby each authorized to execute, deliver, publish, file and record such other documents, instruments, notices and records and to take such other actions as shall be necessary or desirable to accomplish the purposes of this Resolution and to comply with and perform the obligations of the County under the Series 2013D Bonds. The execution or written approval of any document by the Chairperson (or in his absence the Vice Chairperson), County Clerk, Treasurer, Director of Administration or Finance Director of the County herein authorized shall be conclusive evidence of the approval by the County of such document in accordance with the terms hereof.

In the event that said officers shall be unable by reason of death, disability, absence or vacancy of office to perform in timely fashion any of the duties specified herein (such as the execution of Series 2013D Bonds), such duties shall be performed by the officer or official succeeding to such duties in accordance with law and the rules of the County.

Any actions taken by the Chairperson, Vice Chairperson, County Clerk, Treasurer, Director of Administration or Finance Director of the County consistent with this Resolution are hereby ratified and confirmed.

Section 17. Employment of Counsel. The County hereby employs the law firm of Whyte Hirschboeck Dudek S.C., Milwaukee, Wisconsin, pursuant to Section 67.10(7) of the Wisconsin Statutes, and directs the County Clerk of the County to certify to such law firm a copy of all proceedings preliminary to the issuance of the Series 2013D Bonds.

Section 18. Amendment to Resolution. After the issuance of any of the Series 2013D Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Series 2013D Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the County may, from time to time, amend this Resolution without the consent of any of the owners of the Series 2013D Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Series 2013D Bonds then outstanding; provided, however, that no amendment shall permit any change in the pledge of tax revenues of the County or the maturity of any Series 2013D Bond issued hereunder, or a reduction in the rate of interest on any Series 2013D Bond, or in the amount of the principal obligation thereof, or change the terms upon which the Series 2013D Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Series 2013D Bond to which the change is applicable.

Section 19. Illegal or Invalid Provisions. In case any one or more of the provisions of this Resolution or any of the Series 2013D Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution or of the Series 2013D Bonds.

Section 20. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds shall be paid by Associated Trust Company, National Association, Green Bay, Wisconsin, which is hereby appointed as the County's registrar and fiscal agent pursuant to the provisions of Section 67.10(2), Wisconsin Statutes (the "Fiscal Agent"). The Fiscal Agency Agreement between the County and the Fiscal Agent shall be substantially in the form attached hereto as Exhibit E and incorporated herein by this reference.

Section 21. Municipal Bond Insurance. If the purchaser of the Series 2013D Bonds obtains municipal bond insurance with respect to the Series 2013D Bonds, the Chairperson (or in his absence the Vice Chairperson) and County Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Chairperson (or in his absence the Vice Chairperson) and County Clerk, including provisions regarding restrictions on investment of bond proceeds, the rights of the bond insurer in the event of default and payment of the Series 2013D Bonds by the bond insurer and notices to be given and information to be provided to the bond insurer. In addition, appropriate reference to the municipal bond insurance policy shall be made in the form of Series 2013D Bond provided herein.

Section 22. Section 893.77 Notice. Notice of sale of the Bonds, in the form attached hereto as Exhibit F, shall be published in the official newspaper of the County as a class I notice under Chapter 985 of the Wisconsin Statutes.

Section 23. Conflicting Resolutions. All ordinances, resolutions, or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage.

Section 24. Waiver of Right of Reconsideration. The Supervisors adopting this Resolution hereby waive their right to reconsider this Resolution as provided in Brown County Code section 2.14(17).

Section 25. Redemption of Prior Bonds. The County shall take all necessary or desirable actions to redeem the Prior Bonds as soon as practicable after the issuance of the Series 2013D Bonds.

Adopted: September 18, 2013.

Approved by:

Troy Streckenbach
Brown County Executive

Date Signed: _____

EXHIBIT A

OFFICIAL NOTICE OF SALE

[See Appendix D of Preliminary Official Statement]

EXHIBIT B

SUMMARY OF BIDS

[See Attached]



The PFM Group
Public Financial Management, Inc.
PFM Asset Management LLC
PFM Advisors

115 South 84th Street
Suite 315
Milwaukee, WI 53214

414 771-2700
414 771-1041 fax
www.pfm.com

TABULATION OF BIDS

\$9,190,000* (Resized to \$9,060,000)
Taxable General Obligation Refunding Bonds, Series 2013D
Brown County, Wisconsin

AWARD:

BMO Capital Markets

Sale Date: September 18, 2013

Dated: October 9, 2013

Due: November 1, 2014/2022
Rating: Moody's "Aaa"

Bank Qualified: No
Insured: No

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	<u>Yield</u>	
BMO Capital Markets	Chicago, IL	2014	2.000%	0.400%	<u>Price*</u>
		2015	2.000%	0.650%	\$9,256,865.15
		2016	2.000%	1.050%	
		2017	2.000%	1.500%	<u>NIC*</u>
		2018	2.500%	2.000%	\$1,352,760.63
		2019	2.700%	2.300%	
		2020	2.700%	2.700%	<u>TIC*</u>
		2021	3.000%	3.000%	2.594177%
		2022	3.200%	3.200%	

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
KeyBanc Capital Markets	Cleveland, OH	2014	3.000%	<u>Price</u>
		2015	3.000%	\$9,379,549.35
		2016	3.000%	
		2017	3.000%	<u>NIC</u>
		2018	3.000%	\$1,361,048.98
		2019	3.000%	
		2020	3.000%	<u>TIC</u>
		2021	3.000%	2.597619%
		2022	3.000%	

* Subsequent to the bid opening the issue was resized to \$9,060,000, the purchase price adjusted to \$9,125,533.75, yielding a NIC of \$1,339,736.56 and a TIC of 2.596900%.



Brown County, Wisconsin
Taxable General Obligation Refunding Bonds, Series 2013D
Tabulation of Bids
September 18, 2013

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Robert W. Baird & Co., Inc.	Milwaukee, WI	2014	2.000%	<u>Price</u>
		2015	2.000%	\$9,307,264.40
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	3.000%	\$1,378,631.09
		2019	3.000%	
		2020	3.000%	<u>TIC</u>
		2021	3.000%	2.635130%
		2022	3.250%	

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Piper Jaffray	Minneapolis, MN	2014	2.000%	<u>Price</u>
		2015	2.000%	\$9,282,524.80
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	3.000%	\$1,403,370.69
		2019	3.000%	
		2020	3.000%	<u>TIC</u>
		2021	3.000%	2.687137%
		2022	3.250%	

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
BOSC, Inc.	Menomonee Falls, WI	2014	0.350%	<u>Price</u>
		2015	0.650%	\$9,246,123.30
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	2.500%	\$1,421,968.12
		2019	2.750%	
		2020	3.000%	<u>TIC</u>
		2021	3.250%	2.721309%
		2022	3.500%	

<u>BIDDERS</u>	<u>Address</u>	<u>Year</u>	<u>Rate</u>	
Raymond James & Assoc., Inc.	Memphis, TN	2014	0.400%	<u>Price</u>
		2015	0.650%	\$9,121,075.00
		2016	2.000%	
		2017	2.000%	<u>NIC</u>
		2018	2.000%	\$1,435,549.03
		2019	2.500%	
		2020	2.850%	<u>TIC</u>
		2021	3.000%	2.773517%
		2022	3.250%	

EXHIBIT C

BID FORM

[See Attached]

BID FORM

\$9,190,000*

**Taxable General Obligation Refunding Bonds, Series 2013D
Brown County, Wisconsin**

(Electronic bids are also accepted via Parity® – See Official Notice of Sale)

**Brown County, Wisconsin
c/o Public Financial Management, Inc. (Fax: 414/771-1041)**

Sale Date: September 18, 2013

For all or none of the principal amount of the County's \$9,190,000* Taxable General Obligation Refunding Bonds, Series 2013D, legally issued and as described in the Official Notice of Sale, we will pay the County the purchase price of \$9,256,865.15 plus accrued interest, if any, on the total principal amount of the Bonds to date of delivery, provided the Bonds bear the following interest rates:

<u>Year</u>	<u>Original Amount</u>	<u>Revised Amount</u>	<u>Interest Rate</u>
2014	\$ 705,000	\$ 675,000	2.00%
2015	775,000	755,000	2.00%
2016	840,000	825,000	2.00%
2017	920,000	905,000	2.00%
2018	995,000	985,000	2.50%
2019	1,085,000	1,080,000	2.70%
2020	1,180,000	1,170,000	2.70%
2021	1,285,000	1,275,000	3.00%
2022	1,405,000	1,390,000	3.20%

* Preliminary, subject to change

The Bonds mature on November 1 in each of the years as indicated above and interest is payable May 1 and November 1 of each year, commencing May 1, 2014. The Bonds are not subject to prior redemption at the option of the County.

In making this offer, we accept the terms and conditions as defined in the Official Notice of Sale published in the Preliminary Official Statement dated September 11, 2013. All blank spaces of this offer are intentional and are not to be construed as an omission.

Our good faith deposit in the amount of \$91,900 will be wired in federal funds to the County within two hours after verbal award is made according to the Official Notice of Sale.

NOT PART OF THE BID

Explanatory Note: According to our
computation this bid involves the following:

\$ 1,352,760.63

Net Interest Cost

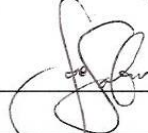
2.594177%

True Interest Rate (TIC)

Respectfully submitted,

BMO Capital Markets

Account Manager



JOE SEIFE

The foregoing offer is hereby accepted by and on behalf of Brown County, Wisconsin, this 18th day of September, 2013.

Patrick Moynihan, Jr., Chairperson

Sandra L. Juno, County Clerk

Subsequent to the bid opening the issue was resized to \$9,060,000 and the purchase price adjusted to \$9,125,533.75, which yields a TIC of 2.596900%.

EXHIBIT D

FORM OF SERIES 2013D BOND

REGISTERED
NO. R-_____

UNITED STATES OF AMERICA
STATE OF WISCONSIN
BROWN COUNTY, WISCONSIN,

REGISTERED
\$_____

TAXABLE GENERAL OBLIGATION REFUNDING BOND, SERIES 2013D

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>Principal Amount</u>	<u>CUSIP</u>
_____ %	November 1, _____	October 9, 2013	\$_____	_____

FOR VALUE RECEIVED, Brown County, Wisconsin, promises to pay to Cede & Co., or registered assigns, the principal amount specified above on the maturity date specified above, together with interest thereon from the Dated Date or the most recent payment date to which interest has been paid, unless the date of registration of this Series 2013D Bond is after the 15th day of the calendar month immediately preceding an interest payment date, in which case interest will be paid from such interest payment date, at the rate per annum specified above, such interest being payable commencing on May 1, 2014 and semi-annually thereafter on November 1 and May 1 of each year.

The Bonds are not subject to call and prior redemption.

Both principal hereof and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America by Associated Trust Company, National Association, Green Bay, Wisconsin the fiscal agent appointed by the County pursuant to the provisions of Section 67.10(2), Wisconsin Statutes, to act as bond registrar and paying agent (the "Bond Registrar"). For the prompt payment of this Series 2013D Bond with interest thereon as aforesaid, and the levying and collection of taxes sufficient for that purpose, the full faith, credit and resources of the County are hereby irrevocably pledged. The principal of this Series 2013D Bond shall be payable only upon presentation and surrender of this Series 2013D Bond to the Fiscal Agent at the principal office of the Fiscal Agent. Interest hereon shall be payable by check or draft dated as of the applicable interest payment date and mailed from the office of the Bond Registrar to the person in whose name this Series 2013D Bond is registered at the close of business on the 15th day of the calendar month next preceding each interest payment date.

This Series 2013D Bond is transferable only upon the books of the County kept for that purpose by the at the office of the Bond Registrar, by the registered owner in person or his duly authorized attorney, upon surrender of this Series 2013D Bond together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Fiscal Agent duly executed by the registered owner or his duly authorized attorney. Thereupon a new Series 2013D Bond of the same aggregate principal amount, series and maturity shall be issued to the transferee in exchange therefor. The County may deem and treat the person in whose name this Series 2013D Bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or interest hereof and for all other purposes. The

Series 2013D Bonds are issuable solely as negotiable, fully registered Series 2013D Bonds without coupons in authorized denominations of \$5,000 or any whole multiple thereof.

This Series 2013D Bond is one of an issue aggregating \$9,060,000 for public purposes, including but not limited to refunding certain maturities of the County's \$11,565,000 Taxable General Obligation Refunding Bonds, dated March 28, 2003 (the "Prior Bonds), and issuance expenses (collectively, the "Public Purpose").

This Series 2013D Bond is authorized by a resolution of the County Board of Supervisors of the County, duly adopted by said County Board of Supervisors at its meeting duly convened on September 18, 2013, which resolution is recorded in the official book of its minutes for said date.

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Series 2013D Bond have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the County, including this Series 2013D Bond and others authorized simultaneously herewith, does not exceed any limitations imposed by law or the Constitution of the State of Wisconsin; and that the County has levied a direct, annual irrevocable tax sufficient to pay this Series 2013D Bond, together with interest thereon when and as payable.

No delay or omission on the part of the owner hereof to exercise any right hereunder shall impair such right or be considered as a waiver thereof or as a waiver of or acquiescence in any default hereunder.

IN WITNESS WHEREOF, the County Board of Supervisors of Brown County, Wisconsin, has caused this Series 2013D Bond to be signed on behalf of said County by its duly qualified and acting Chairperson and County Clerk, and its official or corporate seal to be impressed hereon, all as of the date of original issue specified above.

BROWN COUNTY, WISCONSIN

[SEAL]

By: _____
Patrick Moynihan, Jr., Chairperson

Attest: _____
Sandra L. Juno, County Clerk

[FORM OF ASSIGNMENT]

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(Please print or typewrite name and address,
including zip code, of Assignee)

(Please print or typewrite Social Security or
other identifying number of Assignee)

the within Series 2013D Bond and all rights thereunder, hereby irrevocably constituting and appointing

(Please print or typewrite name of Attorney)

attorney to transfer said Series 2013D Bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____.

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Series 2013D Bond in every particular without alteration or enlargement or any change whatever.

Signature(s) guaranteed by:

EXHIBIT E

FISCAL AGENCY AGREEMENT

\$9,060,000

Brown County, Wisconsin

Taxable General Obligation Refunding Bonds, Series 2013D

FISCAL AGENCY AGREEMENT

THIS AGREEMENT is made and entered into this October 9, 2013, by and between Brown County, Wisconsin (the "County"), and Associated Trust Company, National Association, Green Bay, Wisconsin (the "Agent").

WITNESSETH:

WHEREAS, the County has authorized the borrowing of the sum of NINE MILLION SIXTY THOUSAND DOLLARS (\$9,060,000) pursuant to Section 67.05, Wisconsin Statutes, and resolutions adopted by the County Board on August 21, 2013 and September 18, 2013 and has authorized the issuance and sale of \$9,060,000 principal amount of Taxable General Obligation Refunding Bonds to evidence such indebtedness (the "Obligations"). The Obligations shall be designated "Taxable General Obligation Refunding Bonds, Series 2013D"; shall be dated October 9, 2013; shall bear interest at the rates set forth below; and shall mature on November 1 of each year, in the years and principal amounts as follows:

MATURITY SCHEDULE

<u>Maturity Date</u> <u>(November 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2014	\$675,000	2.000%
2015	\$755,000	2.000%
2016	\$825,000	2.000%
2017	\$905,000	2.000%

2018	\$985,000	2.500%
2019	\$1,080,000	2.700%
2020	\$1,170,000	2.700%
2021	\$1,275,000	3.000%
2022	\$1,390,000	3.200%

Interest shall be payable commencing on May 1, 2014 and semi-annually thereafter on November 1 and May 1 of each year until the principal of the Obligations is paid in full or discharged;

WHEREAS, the County is issuing the Obligations in registered form pursuant to Section 149 of the Internal Revenue Code of 1986, as amended, and any applicable income tax regulations; and,

WHEREAS, pursuant to the aforesaid resolution or resolutions and Section 67.10(2), Wisconsin Statutes, the County Board of the County has authorized the appointment of the Agent as Fiscal Agent of the County for the purpose of performing any or all of the following functions with respect to the Obligations: paying the principal of and interest on the Obligations; accounting for such payments; registering, authenticating, transferring, and canceling the Obligations; and maintaining a registration book in addition to other applicable responsibilities all in accordance with the provisions of Section 67.10(2), Wisconsin Statutes.

NOW, THEREFORE, the County and the Agent do hereby agree as follows:

APPOINTMENT

The Agent is hereby appointed Fiscal Agent of the County with respect to the Obligations for the purpose of performing such of the responsibilities stated in Section 67.10(2)(a), Wisconsin Statutes, as are delegated herein or as may be otherwise specifically delegated in writing to the Fiscal Agent by the County.

INVESTMENT RESPONSIBILITY

The Fiscal Agent shall not be under any obligation to invest funds held for the payment of interest or principal on the Obligations.

PAYMENTS

At least one (1) business day before each semi-annual interest payment date (commencing with the first interest payment date and continuing thereafter until the principal of and interest on the Obligations should have been fully paid or prepaid in accordance with their terms) the County agrees to and shall pay to the Fiscal Agent, in immediately available funds, a sum equal to the amount payable as principal of and the premium, if any, and interest on the Obligations on such semi-annual interest payment date. Said semi-annual interest and/or principal payment dates and amounts are set forth in Exhibit A which is attached hereto and incorporated herein by this reference.

CANCELLATION

In every case of the surrender of any Obligation for the purpose of payment, the Fiscal Agent shall cancel and destroy the same and deliver to the County a certificate regarding such

cancellation, setting forth an accurate description of the Obligation, specifying its number, date, purpose, amount, rate of interest, and payment date and stating the date and amount of each payment of principal or interest thereon. The Fiscal Agent shall also cancel and destroy Obligations presented for transfer or exchange and deliver a certificate with respect to such transfer or exchange to the County. The Fiscal Agent shall be permitted to microfilm, or otherwise photocopy and record said canceled Obligations.

REGISTRATION BOOK

Fiscal Agent shall maintain in the name of the County a Registration Book containing the names and addresses of all registered owners of the Obligations. The Fiscal Agent shall keep confidential said information in accordance with applicable banking and governmental regulations.

INTEREST PAYMENT

Payment of each installment of interest shall be made to the registered owner who shall appear on the Registration Book at the close of business on the 15th day of the calendar month next preceding the interest payment date and shall be paid by check or draft of the Fiscal Agent mailed to such registered owner at his address as it appears in such Registration Book or at such other address as may be furnished in writing by such registered owner to the Fiscal Agent.

PAYMENT OF PRINCIPAL

Principal shall be paid to the registered owner of an Obligation upon surrender of the Obligation on or after its maturity or redemption date.

REDEMPTION NOTICE

[Reserved].

UTILIZATION OF THE DEPOSITORY TRUST COMPANY

The Depository Trust Company's Book-Entry-Only system is to be utilized for the Obligations. The Fiscal Agent agrees to comply with the provisions of the Blanket Issuer Letter of Representation which has been executed and delivered to The Depository Trust Company by the County.

TRANSFER AND EXCHANGE OF OBLIGATIONS

The Fiscal Agent shall transfer Obligations upon presentation of a written assignment duly executed by the registered owner or by such owner's duly authorized legal representative. Upon such transfer, a new registered Obligation of authorized denomination or denominations in the same aggregate principal amount shall be issued to the transferee in exchange thereof, and the name of such transferee shall be entered as the new registered owner in the Registration Book. Upon request of the registered owner, the Fiscal Agent shall exchange Obligations of the issue for a like aggregate principal amount of Obligations of the same maturity in authorized whole integral multiples of \$5,000.

The Obligations shall be numbered 1 and upward. Upon any transfer or exchange, the Obligation or Obligations issued shall bear the next highest consecutive unused number or numbers.

STATEMENTS

The Fiscal Agent shall furnish the County with an accounting of payments received and made and funds on hand annually.

FEES

The County agrees to pay the Fiscal Agent fees in accordance with the fee schedule provided by the Fiscal Agent which is attached hereto as Exhibit B and incorporated herein by this reference until the final principal payment (or redemption date in the event the County exercises its option, if any, to redeem the Obligations). Such fees are payable on the dates principal is due or pursuant to statements provided to the County by the Fiscal Agent. In the event the County exercises its option, if any, to redeem the Obligations, the Fiscal Agent shall be reimbursed for mailing costs related therewith.

MISCELLANEOUS

Nonpresentment of Checks. In the event the check or draft mailed by the Fiscal Agent to the registered owner is not presented for payment within six years of its date, then the monies representing such nonpayment shall be returned to the County or to such board, officer or body as may then be entitled by law to receive the same, together with the name of the registered owner of the Obligation and the last mailing address of record. Thereafter, the Fiscal Agent shall not be responsible for the payment of such check or draft.

Resignations; Successor Fiscal Agent. Fiscal Agent may at any time resign by giving not less than sixty days written notice to County. Upon receiving such notice of resignation, the County shall promptly appoint a successor Fiscal Agent by an instrument in writing executed by order of its governing body. If no successor Fiscal Agent shall have been so appointed and have accepted appointment within sixty days after such notice of resignation, the resigning Fiscal Agent may petition any court of competent jurisdiction for the appointment of a successor fiscal agent. Such court may thereupon, after such notice, if any, as it may deem proper and prescribes, appoint a successor fiscal agent.

Any successor fiscal agent shall be qualified to act pursuant to Section 67.10(2), Wisconsin Statutes, as amended.

Any successor fiscal agent shall execute, acknowledge and deliver to the County and to its predecessor fiscal agent an instrument accepting such appointment hereunder, and thereupon the resignation of the predecessor fiscal agent shall become effective and such successor fiscal agent, without any further act, deed or conveyance, shall become vested with all the rights, powers, trusts, duties and obligations of its predecessor, with like effect as if originally named as fiscal agent herein; but nevertheless, on written request of County, or on the request of the successor, the fiscal agent ceasing to act shall execute and deliver an instrument transferring to such successor fiscal agent, all the rights, powers, and trusts of the fiscal agent so ceasing to act. Upon the request of any such successor fiscal agent, the County shall execute any and all instruments in writing for more fully and certainly vesting in and confirming to such successor fiscal agent all such rights, powers and duties. Any predecessor fiscal agent shall pay over to its successor fiscal agent any funds of the County.

Termination. This Agreement shall terminate six years after the last principal payment on the Obligations is due whether by maturity or earlier redemption or the final discharge of the

County's responsibilities for payment of the Obligations, whichever is later. The parties realize that any funds hereunder as shall remain upon termination shall be turned over to the County after deduction of any unpaid fees and disbursements of Fiscal Agent. Termination of this Agreement shall not, of itself, have any effect on County's obligation to pay the outstanding Obligations in full in accordance with the terms thereof.

Execution. This Agreement shall be executed on behalf of the County and the Agent by their duly authorized officers. This Agreement may be executed in several counter-parts, each of which shall be an original and all of which shall constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement, being duly authorized so to do, each in the manner most appropriate to it, on the date first above written.

BROWN COUNTY, WISCONSIN

[SEAL]

By: _____
Patrick Moynihan, Jr., Chairperson

By: _____
Sandra L. Juno, County Clerk

**ASSOCIATED TRUST COMPANY,
NATIONAL ASSOCIATION**

By: _____
Name: _____
Title: _____

EXHIBIT A

DEBT SERVICE SCHEDULE

\$9,060,000

Brown County, Wisconsin

Taxable General Obligation Refunding Bonds, Series 2013D

[SEE ATTACHED]

BOND DEBT SERVICE					
Brown County, WI					
\$9,060,000 Taxable Refunding Bonds, Series 2013D					
Bid by BMO Capital Markets - After Resize					
Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
05/01/2014			129,787.81	129,787.81	
11/01/2014			115,652.50	790,652.50	920,440.31
05/01/2015	675,000	2.000%	108,902.50	108,902.50	
11/01/2015	755,000	2.000%	108,902.50	863,902.50	972,805.00
05/01/2016			101,352.50	101,352.50	
11/01/2016	825,000	2.000%	101,352.50	926,352.50	1,027,705.00
05/01/2017			93,102.50	93,102.50	
11/01/2017	905,000	2.000%	93,102.50	998,102.50	1,091,205.00
05/01/2018			84,052.50	84,052.50	
11/01/2018	985,000	2.500%	84,052.50	1,069,052.50	1,153,105.00
05/01/2019			71,740.00	71,740.00	
11/01/2019	1,080,000	2.700%	71,740.00	1,151,740.00	1,223,480.00
05/01/2020			57,160.00	57,160.00	
11/01/2020	1,170,000	2.700%	57,160.00	1,227,160.00	1,284,320.00
05/01/2021			41,365.00	41,365.00	
11/01/2021	1,275,000	3.000%	41,365.00	1,316,365.00	1,357,730.00
05/01/2022			22,240.00	22,240.00	
11/01/2022	1,390,000	3.200%	22,240.00	1,412,240.00	1,434,480.00
	9,060,000		1,405,270.31	10,465,270.31	10,465,270.31

Sep 18, 2013 10:31 am Prepared by Public Financial Management, Inc. (Finance 7.006 Brown_Co_01_JB:BC_2013-2013D,2013D) Page 7

EXHIBIT B

FISCAL AGENT FEE SCHEDULE

Acceptance Fee: \$325

Annual Fee: \$350

Plus out-of-pocket expenses.

EXHIBIT F

SECTION 893.77 NOTICE

On September 18, 2013, a resolution was offered, adopted and approved by the County Board of Supervisors of Brown County, Wisconsin (the "County"), whereby the County authorized and directed the sale and issuance of its \$9,060,000 Taxable General Obligation Refunding Bonds, Series 2013D.

The closing for the above-referenced bonds will be held on or about October 9, 2013. Copies of all proceedings had to date with respect to the authorization and sale of said bonds are on file and may be examined in the offices of the County at 305 East Walnut Street, Green Bay, WI 54305.

This Notice is given pursuant to Section 893.77 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such municipal financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this Notice.

Dated: September 19, 2013.

Sandra L. Juno
County Clerk

A motion was made by Supervisor Hoyer and seconded by Supervisor Campbell **"to adopt"**.
Vote taken. Roll Call #10e(1):

Ayes: Sieber, De Wane, Nicholson, Hoyer, Hopp, Haefs, Erickson, Zima, Evans, Vander
Leest, Buckley, La Violette, Katers, Kaster, Van Dyck, Jamir, Robinson, Clancy,
Campbell, Moynihan, Steffen, Carpenter, Lund, Fewell

Excused: Landwehr, Dantine

Total Ayes: 24 Total Nays: 0 Excused: 2

Motion Carried.

Approved by: \s\ Troy Streckenbach, County Executive Date: 09/20/2013

No. 8 -- OTHER REPORTS. NONE

No. 9 -- STANDING COMMITTEE REPORTS:

No. 9a -- REPORT OF ADMINISTRATION COMMITTEE OF AUGUST 29, 2013

TO THE MEMBERS OF THE BROWN COUNTY
BOARD OF SUPERVISORS

Ladies and Gentlemen:

The ADMINISTRATION COMMITTEE met in regular session on August 29, 2013 and recommends the following motions:

1. Communication from Supervisor Robinson re: That the County consider policies and practices making it possible for supervisors to access technology to fulfill their responsibilities (e.g. borrowing laptop computers for watching DVD testimony). Hold for one month.
2. Corp Counsel - Resolution re: Change in Table of Organization Corporation Counsel Assistant Corporation Counsel.
 - i. To amend the resolution by adding on the last "be it further resolved" that the funds needed for this position will be funded by the State through 2015.
 - ii. To approve the resolution as amended. See Resolutions, Ordinances September County Board.
3. Corp Counsel - Department Report for July, 2013. Receive and place on file.
4. Child Support - Budget Status Financial Report for June, 2013. Receive and place on file.
5. Child Support - Administrator Summary. Receive and place on file.
6. Human Resources - Activity Report for July, 2013. Receive and place on file.
7. Human Resources - Interim Directors Report. Receive and place on file.
8. Dept. of Admin/Technology Svcs - Budget Status Financial Report – Technology Services – for June, 2013. Receive and place on file.
9. Dept. of Admin/Technology Svcs - Budget Status Financial Report – Administration – for June, 2013. Receive and place on file.
10. Dept. of Admin/Technology Svcs - 2013 Budget Adjustment Log. Receive and place on file.

11. Dept. of Admin/Technology Svcs - Director's Report. Receive and place on file.
12. County Clerk - Budget status financial report for July, 2013. Receive and place on file.
13. Audit of bills. To pay the bills.

A motion was made by Supervisor Carpenter and seconded by Supervisor Jamir "to adopt". Voice vote taken. Motion carried unanimously with no abstentions.

No. 9b -- REPORT OF EDUCATION & RECREATION COMMITTEE OF SEPTEMBER 5, 2013

TO THE MEMBERS OF THE BROWN COUNTY
BOARD OF SUPERVISORS

Ladies and Gentlemen:

The EDUCATION & RECREATION COMMITTEE met in regular session on September 5, 2013 and recommends the following:

1. Review minutes of:
 - a. Library Board (July 18, 2013). Receive and place on file.
2. Communication from Supervisor Vander Leest re: Create an ordinance requiring the Golf Course to create a Golf Course Maintenance Fund and a policy that splits excess revenue between 75% to the Golf Course Maintenance Fund and 25% to the General Fund. To hold until the October budget meeting.
3. Communication from Supervisors Van Dyck and Lund re: Consider the implementation of a Facility Maintenance Fee or Tax on event tickets for the Brown County Arena, Resch Centre and Shopko Hall to support ongoing maintenance requirements of these facilities. To refer to Corporation Counsel for further information.
4. Resolution re: Reclassification of Positions Clerk/Typist II, Clerk II, Clerk II/Data Control. To approve. See Resolutions, Ordinances September County Board.
5. Library - Approval of Resolution Opposing AB288. To approve.
6. Library Report. Receive and place on file.
7. Library - Director's Report. Receive and place on file.
8. Golf Course - Budget Status Financial Report for July, 2013. Receive and place on file.
9. Golf Course - Superintendent's Report. Receive and place on file.
10. Museum - Budget Status Financial Report for July, 2013.
 - i. Suspend the rules and take Items 10 - 13 together.
 - ii. Receive and place on file Items 10 – 13.
11. Museum - Attendance and Admissions - July, 2013. *See #10.*
12. Museum - Attendance – 5 Year Span. *See #10.*
13. Museum - Sales Report. *See #10.*
14. Museum - Director's Report. Receive and place on file.
15. Parks Budget Status Financial Report for July, 2013. Receive and place on file.
16. Parks Division - Assistant Director Report. Receive and place on file.
17. Zoo Operations Reports for August, 2013.
 - a.
 - i. Admissions, Revenue, Attendance Report.
 - ii. Gift Shop, Mayan Zoo Pass Revenue Report.
 - b. NEW Zoo Education & Volunteer Programs Reports for July, 2013.
 - c. Curator Report.
 - d. Zoo Director Report.

- i. FOX 11 programs weekly;
- ii. Zoo Society meeting held on 08-19-13;
- iii. New Animal Hospital conceptual work and sit prep ongoing;
- iv. 2014 Zoo & Park Management Budget work;
- v. Feast with the Beasts held on 08-05-13;
- vi. WPS Foundation breakfast and check presentation held on 08-27-13;
- vii. Black top repairs and replacement prep work completed for September install/work;
- viii. Children's Zoo fencing prep work completed for September install;
- ix. Brown County NEW Zoo monetary receipts, disbursement and deposit audit completed by Brown County Internal Auditor. Receive and place on file Items 17 a-d.

18. Audit of bills. No action taken.

A motion was made by Supervisor Van Dyck and seconded by Supervisor Hoyer **"to adopt"**. Voice vote taken. Motion carried unanimously with no abstentions.

No. 9c -- REPORT OF EXECUTIVE COMMITTEE OF SEPTEMBER 9, 2013

TO THE MEMBERS OF THE BROWN COUNTY
BOARD OF SUPERVISORS

Ladies and Gentlemen:

The EXECUTIVE COMMITTEE met in regular session on September 9, 2013 and recommends the following motions:

1. Communication from Supervisor La Violette re: Identify county employees potentially affected by step increases so the Board can take appropriate actions. Receive and place on file.
2. Communication from Supervisor La Violette re: In support of our school district and out of respect for our entire great community, all of the people we represent, I propose passage of a resolution stating zero tolerance for bullying throughout Brown County government. Hold for one month.
3. Communication from Supervisor Haefs re: Reconsideration of Item #19 of the Executive Committee Report "Changes to Health Insurance Plan" which was approved July 17, 2013 by the Brown County Board. To proceed with the 2014 health insurance plan budget strategy as previously approved on July 17, 2013 by the County Board. Ayes: 4; Nays: 3
4. Vacant Budgeted Positions - Airport – Electrician - Vacated 9/21/13.
5. Vacant Budgeted Positions - Clerk of Circuit Court – Deputy Juvenile Clerk – Vacated 9/10/2013.
6. Vacant Budgeted Positions - Clerk of Circuit Court – Customer Service Clerk - Vacated 9/11/2013.
7. Vacant Budgeted Positions - District Attorney – Legal Assistant II - Vacated 8/16/13.
8. Vacant Budgeted Positions - Emergency Management – Emergency Management Coordinator - Vacated 4/1/2013.
9. Vacant Budgeted Positions - Human Services (CTC) – Account Clerk II - Vacated 6/8/13.
10. Vacant Budgeted Positions - Human Services (CTC) – MDS (Minimum Data Set) RN - Vacated 9/3/13.

11. Vacant Budgeted Positions - Human Services – CTP (Community Treatment Program) Worker – Vacated 9/3/2013.
12. Vacant Budgeted Positions - Human Services – Financial Supervisor - Vacated 6/5/2013.
13. Vacant Budgeted Positions - Port and Resource Recovery – Resource Recovery Associate - Vacated 10/12/2013.
 - i. Suspend the rules to take Items 4 – 13 together. Ayes: 6; Nays: 1.
 - ii. To approve Items 4 – 13. Ayes: 6; Nays: 1.
14. Review and Possible Action on Legal Bills to be paid. To approve.
15. County Executive Report. Receive and place on file.
16. Internal Auditor Report.
 - a) ** Presentation of 2012 Comprehensive Annual Financial Report, Federal Awards and State Financial Assistance Report and Management Communications by Schenck, SC. Receive and place on file.
 - b) Budget Status Financial Report for July, 2013. Receive and place on file.
 - c) Monetary Receipts, Disbursements and Deposits Audit – NEW Zoo. Receive and place on file.

** Item #16a was referred to Executive Committee as per the County Board on 9/18/13.

17. Resolution re: Change in Table of Organization Corporation Counsel Assistant Corporation Counsel. To approve. See Resolutions, Ordinances September County Board.
18. Resolution re: Reclassification of Positions Clerk/Typist II, Clerk II, Clerk II/Data Controls. To approve. See Resolutions, Ordinances September County Board.
19. Discussion re: Additional content on County Board website including biographical data and functions of standing committees. Receive and place on file.
20. Closed Session - Labor Relations and Negotiations:
Pursuant to Wis. Stat. 111.70 as allowed for purposes of negotiating and collective bargaining. Closed session pursuant to Wis. Stats. § 19.85(1)(e) Deliberating or negotiating the purchase of public properties, the investing of public funds or conducting other specified public business, whenever competitive or bargaining reasons require a closed session.
 - i. Enter into closed session.
 - ii. Return to regular order of business.
 - iii. No action taken.

A motion was made by Supervisor Vander Leest and seconded by Supervisor Evans “**to adopt**”. Supervisor Haefs requested items #3 and #20 be taken separately; Supervisor Erickson requested item #2 be taken separately; and Supervisor Robinson requested item #16a be taken separately. Voice vote taken on remainder of report. Motion carried unanimously with no abstentions.

Item #20 -- Closed Session – Labor Relations and Negotiations: -- Deliberating or negotiating the purchase of public properties, the investing of public funds or conducting other specified public business, whenever competitive or bargaining reasons require a closed session.

Following discussion, a motion was made by Supervisor Haefs and seconded by Supervisor Evans “**to adopt**”. Voice vote taken. Motion carried unanimously with no abstentions.

Item #3 -- Communication from Supervisor Haefs re: Reconsideration of Item #19 of the Executive Committee Report "Changes to Health Insurance Plan" which was approved July 17, 2013 by the Brown County Board. COMMITTEE ACTION: To proceed with the 2014 health insurance plan budget strategy as previously approved on July 17, 2013 by the County Board. Ayes: 4; Nays: 3.

A motion was made by Supervisor Van Dyck and seconded by Supervisor Hoyer **"to adopt"**.

Following discussion Supervisor Van Dyck withdrew his motion.

A motion was made by Supervisor Vander Leest and seconded by Supervisor La Violette **"to adopt."** Vote Taken. Roll Call #9c3(1).

Ayes: Hoyer, Hopp, Evans, Vander Leest, La Violette, Katers, Jamir, Clancy, Moynihan, Steffen, Carpenter, Lund, Fewell

Nays: Sieber, De Wane, Nicholson, Haefs, Erickson, Zima, Buckley, Kaster, Van Dyck, Robinson, Campbell

Excused: Landwehr, Dantinne

Total Ayes: 13 Total Nays: 11 Excused: 2

Motion Carried.

Item #2 -- Communication from Supervisor La Violette re: In support of our school district and out of respect for our entire great community, all of the people we represent, I propose passage of a resolution stating zero tolerance for bullying throughout Brown County government. COMMITTEE ACTION: Hold for one month.

Following discussion a motion was made by Supervisor Erickson and seconded by Supervisor De Wane **"to receive and place on file"**. Vote taken. Roll Call #9c2(1):

Ayes: De Wane, Nicholson, Haefs, Erickson, Zima, Vander Leest, Buckley, Kaster, Jamir, Clancy

Nays: Sieber, Hoyer, Hopp, Evans, La Violette, Van Dyck, Robinson, Campbell, Moynihan, Steffen, Carpenter, Lund, Fewell

Abstain: Katers

Excused: Landwehr, Dantinne

Total Ayes: 10 Total Nays: 13 Abstain: 1 Excused: 2

Motion Failed.

Following, a motion was made by Supervisor Steffen and seconded by Supervisor Sieber **"to adopt"**. Voice vote taken. Motion carried.

Item #16a -- Internal Auditor Report. -- Presentation of 2012 Comprehensive Annual Financial Report, Federal Awards and State Financial Assistance Report and Management Communications by Schenck, SC. COMMITTEE ACTION: Receive and place on file.

Following discussion a motion was made by Supervisor Robinson and seconded by Supervisor Van Dyke **“to refer to Executive Committee”**. Voice vote taken. Motion carried unanimously with no abstentions.

No. 9ci -- REPORT OF “SPECIAL” EXECUTIVE COMMITTEE OF SEPTEMBER 18, 2013

TO THE MEMBERS OF THE BROWN COUNTY
BOARD OF SUPERVISORS

Ladies and Gentlemen:

The EXECUTIVE COMMITTEE met in “special” session on September 18, 2013 and recommends the following motions:

1. **RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$1,905,000 GENERAL OBLIGATION CORPORATE PURPOSE REFUNDING BONDS SERIES 2013B.**

A motion was made by Supervisor Moynihan and seconded by Supervisor Erickson **“to approve resolution authorizing the issuance and sale of \$1,905,000 to Piper Jaffray.”** To approve.

2. **RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$3,715,000 GENERAL OBLIGATION AIRPORT IMPROVEMENT REFUNDING BONDS, SERIES 2013C (AMT).**

A motion was made by Supervisor Moynihan and seconded by Supervisor Erickson **“to approve resolution authorizing the issuance and sale of \$3,715,000 to Morgan Stanley.”** To approve.

3. **RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$9,060,000 TAXABLE GENERAL OBLIGATION REFUNDING BONDS SERIES 2013D.**

A motion was made by Supervisor Moynihan and seconded by Supervisor Erickson **“to approve resolution authorizing the issuance and sale of \$9,060,000 to BMO Capital Markets.”** To approve.

A motion was made by Supervisor Vander Leest and seconded by Supervisor Van Dyck **“to adopt the report of the September 18, 2013 “Special Executive Meeting”.** Voice vote taken. Motion carried unanimously with no abstentions.

No. 9d -- REPORT OF HUMAN SERVICES COMMITTEE OF “NO MEETING, NO REPORT”

No. 9e -- REPORT OF PLANNING, DEVELOPMENT & TRANSPORTATION COMMITTEE OF AUGUST 26, 2013

TO THE MEMBERS OF THE BROWN COUNTY
BOARD OF SUPERVISORS

Ladies and Gentlemen

The PLANNING, DEVELOPMENT & TRANSPORTATION COMMITTEE met in regular session on August 26, 2013 and recommends the following motions.

1. Review minutes of:
 - a. Harbor Commission (June 10, 2013 and July 22, 2013).
 - b. Planning Commission Board of Directors (June 5, 2013).
 - c. Revolving Loan Fund (April 10, 2013).
 - i. Suspend the rules, put together items 1a – c.
 - ii. Receive and place on file.
2. Communication from Supervisor Dantine re: To have Brown County Highway review their Administration Charges to Local Municipalities and report to Planning, Development and Transportation Committee for review. To bring back information on the status of bridge fund funding in 30 days.
3. Register of Deeds - Budget Status Financial Report for January-July, 2013. Receive and place on file.
4. Planning Commission - Presentation of the Brown County Research and Business Park Feasibility Study. To approve. Ayes: 4, Nays: 1.
5. Planning Commission - Budget Adjustment (13-73): Increase in expenses with offsetting increase in revenue. To approve.
6. Planning Commission - Update regarding development of the Brown County Farm Property – standing item. Receive and place on file.
7. Planning Commission - Budget Status Financial Reports for June and July, 2013. Suspend the rules; take 7, 8, and 9 together. See #9
8. Property Listing - Budget Status Financial Reports for June and July, 2013. See #9
9. Zoning - Budget Status Financial Reports for June and July, 2013. To approve 7, 8, and 9.
10. Public Works - Summary of Operations. Receive and place on file.
11. Public Works - Director's Report. Receive and place on file.
12. Airport - Budget Status Financial Report for July, 2013. To approve.
13. Audit of bills. To approve.

A motion was made by Supervisor Erickson and seconded by Supervisor Sieber “to adopt”. Voice vote taken. Motion carried unanimously with no abstentions.

No. 9ei -- REPORT OF LAND CONSERVATION SUBCOMMITTEE OF AUGUST 26, 2013

TO THE MEMBERS OF THE BROWN COUNTY
BOARD OF SUPERVISORS

Ladies and Gentlemen:

The LAND CONSERVATION SUB COMMITTEE met in special session on August 26, 2013 and recommends the following motions.

1. Budget Status Financial Report for June, 2013. Receive and place on file.
2. Wildlife Damage Program Update. Receive and place on file.
3. Director's Report. Receive and place on file.

A motion was made by Supervisor Kaster and seconded by Supervisor Sieber **"to adopt"**. Voice vote taken. Motion carried unanimously with no abstentions.

No. 9f -- REPORT OF PUBLIC SAFETY COMMITTEE OF SEPTEMBER 4, 2013

TO THE MEMBERS OF THE BROWN COUNTY
BOARD OF SUPERVISORS

Ladies and Gentlemen:

The PUBLIC SAFETY COMMITTEE met in special session on September 4, 2013 and recommends the following motions.

1. Communication from Supervisor Nicholson re: Review a possible contract between Brown County Sheriff's Department and Brown County Housing Authority/ICS to assist with Home Inspections with possible action. Hold for one month.
2. Communication from Supervisor Erickson re: Have the Drug Task Force give its Annual Report to the County Board at the September, 2013 General Meeting. Receive and place on file.
3. Medical Examiner Activity Spreadsheet through August, 2013. Hold for one month.
4. Sheriff - Budget Status Financial Report for July, 2013. To approve.
5. Sheriff - Budget Adjustment Request (13-78) Category 2: Change in any item within Outlay account which requires the reallocation of funds from any other major budget classification or the reallocation of outlay funds to another major budget classification. To approve.
6. Sheriff's Report. Receive and place on file.
7. Public Safety Communications - Budget Status Financial Report for June and July, 2013. Receive and place on file.
8. Public Safety Communications - Director's Report. Receive and place on file.
9. District Attorney - VAWA Grant. To take Items 9 and 11 together and approve.
10. District Attorney - Resolution re: Reclassification of Position Clerk/Typist II, Clerk II, Clerk II/Data Control. To approve. See Resolutions, Ordinances September County Board.
11. District Attorney - Budget Adjustment (13-77) Category 5: Increase in expenses with offsetting increase in revenue. See #11
12. District Attorney - Update regarding the contract attorney and contract legal assistant position previously approved by the Board (standing item). Receive and place on file.
13. Audit of bills. Pay the bills.

A motion was made by Supervisor De Wane and seconded by Supervisor Clancy **"to adopt"**. Voice vote taken. Motion carried unanimously with no abstentions.

No. 10 -- Resolutions, Ordinances:

No. 10a -- RESOLUTION RE: RECLASSIFICATION OF POSITIONS CLERK/TYPIST II, CLERK II, CLERKII/DATA CONTROL

TO THE HONORABLE CHAIRMAN AND MEMBERS
OF THE BROWN COUNTY BOARD OF SUPERVISORS

Ladies and Gentlemen:

WHEREAS, the District Attorney's office currently has a vacant 1.00 FTE Clerk/Typist II position; and

WHEREAS, the Human Resources department conducted a study of the Clerk/Typist II job duties as well as similar positions of Clerk II and Clerk II/Data Control and determined the requirements for all of the positions are the same; and

WHEREAS, the Human Resources department further researched similar positions in the local market, other municipalities and referenced the U.S. Bureau of Labor Occupational Outlook Handbook for comparison data; and

WHEREAS, as a result of the study, Human Resources recommends that the Clerk/Typist II, Clerk II and Clerk II/Data Control positions be placed in Pay Grade 6 of the Classification and Compensation Plan to be consistent with similar positions in the County and the industry; and

WHEREAS, employees currently in Clerk/Typist II, Clerk II and Clerk II/Data Control positions will retain their current wage; and

WHEREAS, future vacancies for Clerk/Typist II, Clerk II and Clerk II/Data Control positions will be filled at Pay Grade 6 of the Classification and Compensation Plan.

NOW, THEREFORE, BE IT RESOLVED by the Brown County Board of Supervisors the Clerk/Typist II, Clerk II and Clerk II/Data Control positions be placed in Pay Grade 6 of the Classification and Compensation Plan.

BE IT FURTHER RESOLVED, employees currently in Clerk/Typist II, Clerk II and Clerk II/Data Control positions will retain their current hourly wage.

BE IT FURTHER RESOLVED, future vacancies for Clerk/Typist II, Clerk II and Clerk II/Data Control positions will be filled at Pay Grade 6 of the Classification and Compensation Plan.

Annual Budget Impact

Clerk/Typist II, Clerk II, Clerk II/Data Control
1,950 annual hours
Pay Grade 6, Step 3

Clerk/Typist II

23.00 FTE's in various departments

	<u>Salary</u>	<u>Fringe</u>	<u>Total</u>
Clerk/Typist II (Current Rate)	\$(31,727)	\$(20,921)	\$(52,648)
Clerk/Typist II (Pay Grade 6, Step 3)	\$ 27,203	\$ 20,245	\$ 47,448
Annual Budget Impact per FTE	\$(4,524)	\$(676)	\$(5,200)

Clerk II

3.00 FTE's at Human Services – CTC

	<u>Salary</u>	<u>Fringe</u>	<u>Total</u>
Clerk II (Current Rate)	\$(31,551)	\$(20,895)	\$(52,446)
Clerk II (Pay Grade 6, Step 3)	\$ 27,203	\$ 20,245	\$ 47,448
Annual Budget Impact per FTE	\$(4,348)	\$(650)	\$(4,998)

Clerk II and Clerk II/Data Control8 FTE's at Human Services –
Community Programs

	<u>Salary</u>	<u>Fringe</u>	<u>Total</u>
Clerk II & Clerk II/Data Control (Current Rate)	\$(32,351)	\$(21,014)	\$(53,365)
Clerk II & Clerk II/Data Control (Pay Grade 6, Step 3)	\$ 27,203	\$ 20,245	\$ 47,448
Annual Budget Impact per FTE	\$(5,148)	\$(769)	\$(5,917)

Savings would be realized for each Clerk/Typist II, Clerk II and Clerk II/Data Control vacancy filled after approval of resolution. There is currently a 1.00 FTE Clerk/Typist II vacancy in the District Attorney's office.

Fiscal Note: This resolution does not require an appropriation from the General Fund.

Respectfully submitted,
PUBLIC SAFETY COMMITTEE
EDUCATION & RECREATION COMMITTEE
PLANNING, DEVELOPMENT &
TRANSPORTATION COMMITTEE
HUMAN SERVICES COMMITTEE
ADMINISTRATION COMMITTEE
EXECUTIVE COMMITTEE

Authored by: Human Resources
Final Draft Approved by Corporation Counsel

A motion was made by Supervisor Fewell and seconded by Supervisor Steffen **“to adopt”**.
Voice vote taken. Motion carried unanimously with no abstentions.

Approved by: \s\ Troy Streckenbach, County Executive

Date: 09/20/2013

ATTACHMENTS TO RESOLUTION #10a

RESOLUTION/ORDINANCE SUBMISSION TO COUNTY BOARD

DATE: 08/26/13

REQUEST TO: Public Safety Committee; Education & Recreation Committee; Planning, Development & Transportation Committee; Human Services Committee; Administration Committee

MEETING DATE: 09/04/13

REQUEST FROM: Lynn Vanden Langenberg
Interim Human Resources Manager

REQUEST TYPE: ☒ New resolution ☐ Revision to resolution
☐ New ordinance ☐ Revision to ordinance

TITLE: Resolution Regarding Reclassification of Positions Clerk/Typist II, Clerk II, Clerk II/Data Control

ISSUE/BACKGROUND INFORMATION:

A Clerk/Typist II vacancy prompted a study of similar positions in the County compared to the local market, other municipalities and the U.S. Bureau of Labor Occupational Outlook Handbook.

ACTION REQUESTED:

Place the Clerk/Typist II, Clerk II and Clerk II/Data Control positions in Pay Grade 6 of the Classification and Compensation Plan to be consistent with similar positions in the County and the industry.

FISCAL IMPACT:

NOTE: This fiscal impact portion is initially completed by requestor, but verified by the DOA and updated if necessary.

1. Is there a fiscal impact? ☒ Yes ☐ No
 - a. If yes, what is the amount of the impact?
There will be savings of \$5,200 for a current Clerk/Typist II vacancy. Additional savings of \$4,998 to \$5,917 will be realized for each Clerk/Typist II, Clerk II and Clerk II/Data Control vacancy in the future.
 - b. If part of a bigger project, what is the total amount of the project? \$_____
 - c. Is it currently budgeted? ☐ Yes ☐ No
 1. If yes, in which account?

 2. If no, how will the impact be funded?

☒ **COPY OF RESOLUTION OR ORDINANCE IS ATTACHED**

**BROWN COUNTY
POSITION DESCRIPTION**

POSITION TITLE: CLERK/TYPIST II
REPORTS TO: OFFICE MANAGER II
DEPARTMENT: DISTRICT ATTORNEY OFFICE
REPRESENTATION UNIT: COURTHOUSE

JOB SUMMARY:

Performs varied and increasingly responsible clerical and typist work calling for independent judgment, initiative and specialized knowledge in carrying out established procedures or applying laws or regulations. Responsible for conducting transactions with the public with matters requiring interpretation and analysis of laws, rules, and/or departmental policies and procedures.

ESSENTIAL DUTIES:

Types reports, correspondence, vouchers, dockets, receipts, schedules, index cards, minutes, calendars, and statistical data from written or printed material.

Receives payments, issues receipts and accounts for monies handled.

Performs receptionist and/or counter duties.

Answers all incoming calls and places outgoing calls as needed.

Answers questions regarding departmental regulations and policies.

Reproduces multiple copies of work.

Performs data entry functions for all referrals.

Performs filing and searching.

Gathers information on a variety of subjects and compiles financial, statistical and legal reports.

Maintains receipt books and makes necessary deposits.

Analyzes and interprets information contained in a variety of documents, forms, reports, etc. for processing.

Obtains information from the public for the completion of forms, documents, records, etc.

Refers inquiries to proper department or official.

Independently compiles data and prepares various reports.

NON-ESSENTIAL DUTIES:

Performs related functions as assigned.

MATERIALS AND EQUIPMENT USED:

General office equipment

Computer

MINIMUM QUALIFICATIONS REQUIRED:**Education and Experience:**

High School Diploma including or supplemented by a course in typing plus one year experience as a Clerk/Typist I in the department assigned or one year in a similar position; or any equivalent combination of education, training and experience which provides the necessary knowledge, skills and abilities.

Licenses and Certifications:

None

Knowledge, Skills and Abilities:

Knowledge of general office procedures.

Knowledge of business English, spelling and grammar.

Knowledge of simple bookkeeping.

Specialized knowledge pertaining to the department in which employed.

Ability to type at a minimum rate of 50 net words per minute.

Ability to interview and obtain information from the public.

Ability to communicate effectively both orally and in writing.

Ability to establish and maintain effective working relationships with staff and the public.

Ability to work the required hours of the position.

PHYSICAL DEMANDS:

Lifting 20 pounds maximum with frequent lifting and/or carrying of objects weighing up to 10 pounds.

Intermittent standing, walking and sitting.

Capable of using hand(s)/feet for repetitive single grasping, fine manipulation, pushing and pulling, and operating controls.

Occasional bending, twisting, squatting, climbing, reaching, and grappling.

Communicating orally in a clear manner.

Distinguishing sounds at various frequencies and volumes.

Distinguishing people or objects at varied distances under a variety of light conditions.

This job description should not be interpreted as all inclusive. It is intended to identify the major responsibilities and requirements of this job. The incumbents may be requested to perform job-related responsibilities and tasks other than those stated on this specification.

Reviewed: 03/05; 11/01/06; 12/14/07; 08/01/08

Revised: 02/96

I have read the above position description and understand the duties and responsibilities of the position.

Employee Name (Please Print)

Date

Employee Signature

No. 10b -- RESOLUTION RE: CHANGE IN TABLE OF ORGANIZATION CORPORATION COUNSEL ASSISTANT CORPORATION COUNSEL

TO THE HONORABLE CHAIRMAN AND MEMBERS
OF THE BROWN COUNTY BOARD OF SUPERVISORS

Ladies and Gentlemen:

WHEREAS, the Corporation Counsel department currently has 1.00 FTE Lead Assistant Corporation Counsel and 1.50 FTE Assistant Corporation Counsel positions assigned to represent Brown County in Child Support proceedings; and

WHEREAS, an increase in State funding will add additional Child Support enforcement staff increasing the court cases handled by the attorneys; and

WHEREAS, due to the recognized increase in court cases, Human Resources and Corporation Counsel recommend the addition of 0.50 FTE Assistant Corporation Counsel position; and

WHEREAS, the additional funds needed for this position will be funded by the State; and

NOW, THEREFORE, BE IT RESOLVED by the Brown County Board of Supervisors the Corporation Counsel table of organization be changed adding 0.50 FTE Assistant Corporation Counsel position.

BE IT FURTHER RESOLVED, the funds needed for this position will be funded by the State.

Partial Budget Impact (10/01/13 – 12/31/13):

<u>Position Title</u>	<u>FTE</u>	<u>Addition/ Deletion</u>	<u>Salary</u>	<u>Fringe</u>	<u>Total</u>
Assistant Corporation Counsel	0.50	Addition	\$ 7,821	\$ 3,206	\$11,027
Partial Budget Impact			<u>\$ 7,821</u>	<u>\$ 3,206</u>	<u>\$11,027</u>

Annualized Budget Impact:

<u>Position Title</u>	<u>FTE</u>	<u>Addition/ Deletion</u>	<u>Salary</u>	<u>Fringe</u>	<u>Total</u>
Assistant Corporation Counsel	0.50	Addition	\$31,484	\$12,824	\$44,308
Annualized Budget Impact			<u>\$31,484</u>	<u>\$12,824</u>	<u>\$44,308</u>

Fiscal Note: This resolution does not require an appropriation from the General Fund.

Respectfully submitted,
ADMINISTRATION COMMITTEE
EXECUTIVE COMMITTEE

Authored by: Human Resources

A motion was made by Supervisor Evans and seconded by Supervisor Fewell **“to adopt”**.
Voice vote taken. Motion carried unanimously with no abstentions.

Approved by: \s\ Troy Streckenbach, County Executive Date: 09/20/2013

ATTACHMENTS TO RESOLUTION #10b

TO: Lynn Vanden Langenberg
FROM: Tom Smith, Senior Analyst
RE: Increase of .5 FTE for Corp Counsel
DATE: August 9, 2013

1. The Human Resource Department has received a request to increase a current .5 FTE Assistant Corp Counsel to a 1.0 FTE Assistant Corp Counsel. The position is located in the Child Support Office representing Brown County in matter relating to Child Support.

2. The Corp Counsel office staff currently consists of:

- 1.0 – Corporation Counsel
- 1.0 – Deputy Corp Counsel
- 1.0 – Lead Assistant Corporation Counsel

4.5 – Assistant Corp Counsel
2.0 – Administrative Secretary

Of the assigned staff, the Lead Assistant Corp Counsel and 1.5 Assistant Corp Counsel are assigned to represent Brown County in Child Support proceedings. The remaining three are representing Brown County in Termination of Parental Rights actions; Mental Commitments/Guardianship actions; and Chips Actions.

2. The basis for the increase to the position is due to the recognized increase in work cases. The additional funds for this increase are State funded. The increased State funding will add additional Enforcement Workers, increasing the court cases handled by the attorneys.

3. Based on the communications between the Child Support Director and the State Child Support Agency, and the requested increases to Child Support Staff, I recommend approval of the increased Assistant Corp Counsel position, with the increase taking place immediately following the County Board Approval.

4. The fiscal impact for the increase breaks down as:

Partial Budget Impact (10/01/13 – 12/31/13):

<u>Position Title</u>	<u>FTE</u>	<u>Addition/ Deletion</u>	<u>Salary</u>	<u>Fringe</u>	<u>Total</u>
Assistant Corp Counsel	0.50	Addition	\$ 7,821	\$ 3,206	\$11,027
Partial Budget Impact			<u>\$ 7,821</u>	<u>\$ 3,206</u>	<u>\$11,027</u>

Annualized Budget Impact:

<u>Position Title</u>	<u>FTE</u>	<u>Addition/ Deletion</u>	<u>Salary</u>	<u>Fringe</u>	<u>Total</u>
Assistant Corp Counsel	0.50	Addition	\$31,484	\$12,824	\$44,308
Annualized Budget Impact			<u>\$31,484</u>	<u>\$12,824</u>	<u>\$44,308</u>

Items #10c to #10e taken after No. 7b.

No. 10f -- RESOLUTION OPPOSING WISCONSIN 2013 AB 288

TO THE HONORABLE CHAIRMAN AND MEMBERS
OF THE BROWN COUNTY BOARD OF SUPERVISORS

Ladies & Gentlemen:

WHEREAS, Assembly Bill 288 (“AB288”) seeks to change the existing statute regarding reimbursement to counties with consolidated library systems for providing library services to residents in adjacent counties; and

WHEREAS, all Brown County residents along with the other consolidated county libraries already pay through a county levy to maintain public libraries; and

WHEREAS, in counties without consolidated libraries, not all residents pay to maintain libraries; and

WHEREAS, AB288 would force property taxpayers in some counties to functionally pay twice--to support their own library system and subsidize adjacent county residents; and

WHEREAS, preventing double taxation and some property taxpayers from subsidizing other counties' residents are the dual public policy purposes of the current law; and

WHEREAS, this bill would discourage county library consolidations for the purpose of creating efficiencies and lowering overhead costs; and

WHEREAS, AB288 could reduce annual funding for Brown County Library services by approximately a quarter of a million dollars; and

WHEREAS, AB288 likely will pit libraries against libraries, counties against counties, and discourage consolidated libraries and their inherent efficiencies, across Wisconsin, as well as create more property tax inequity and subsidies which is not in the public interest;

NOW, THEREFORE, BE IT RESOLVED that the Brown County Board opposes AB288 and strongly urges the legislature to table AB288 and work with the statewide library community to ensure that reimbursement policies that do not penalize selected property taxpayers and counties while subsidizing others, as well as work in the public's best interest to ensure open access to public library resources and services.

Respectfully submitted,
EDUCATION AND RECREATION
COMMITTEE

Authored by: Library

Final Draft Approved by Corporation Counsel

Fiscal Impact: This resolution does not require an appropriation from the general fund.

A motion was made by Supervisor Van Dyck and seconded by Supervisor Hoyer **"to adopt"**. Voice vote taken. Motion carried unanimously with no abstentions.

Approved by: \s\ Troy Streckenbach, County Executive

Date: 09/20/2013

ATTACHMENTS TO RESOLUTION #10f

RESOLUTION/ORDINANCE SUBMISSION TO COUNTY BOARD

DATE: August 30, 2013
REQUEST TO: Education and Recreation Committee
MEETING DATE: September 5, 2013
REQUEST FROM: Kathy Pletcher
Library Board President
REQUEST TYPE: ☒ New resolution ☐ Revision to resolution
☐ New ordinance ☐ Revision to ordinance
TITLE: Resolution opposing Wisconsin 2013 AB 288

ISSUE/BACKGROUND INFORMATION:

Assembly Bill 288 seeks to change the Wisconsin statute regarding reimbursement to counties with consolidated library systems for providing library services to residents in adjacent counties who do not pay taxes to maintain a public library. If passed this bill would cause a situation whereby Brown County residents are paying twice to support libraries and Outagamie residents are only paying once. Double taxation is the reason the Wisconsin Statutes exempt counties with consolidated library systems from having to pay additional taxes for adjacent county borrowing.

ACTION REQUESTED:

The Library Board requests that the Education and Recreation Committee approve this resolution at its September 5 meeting and requests the County Board approve this resolution at its September 18 or earliest possible meeting.

FISCAL IMPACT:

NOTE: *This fiscal impact portion is initially completed by requestor, but verified by the DOA and updated if necessary.*

1. Is there a fiscal impact? ☒ Yes ☐ No
 - a. If yes, what is the amount of the impact? \$251,000 annual loss (estimate based on 2011 costs)
 - b. If part of a bigger project, what is the total amount of the project? \$
 - c. Is it currently budgeted? ☒ Yes ☐ No
 1. If yes, in which account? Library fund
 2. If no, how will the impact be funded? Would result in reduction of library hours and services to Brown County residents.

☒ **COPY OF RESOLUTION OR ORDINANCE IS ATTACHED**

No. 11 -- CLOSED SESSION. NONE

No. 12 -- SUCH OTHER MATTERS AS AUTHORIZED BY LAW.

Late Communication:

No. 12a -- FROM SUPERVISOR ZIMA RE: THAT BROWN COUNTY SEEK BETTER AND MORE ECONOMICAL HOUSING OF THE BROWN COUNTY HEALTH DEPARTMENT

Refer to Planning, Development and Transportation Committee

No. 13-- BILLS OVER \$5,000 FOR PERIOD ENDING AUGUST 31, 2013

A motion was made by Supervisor Fewell and seconded by Supervisor Robinson **“to pay the bills for the period ending August 31, 2013”**. Voice vote taken. Motion carried unanimously with no abstentions.

No. 14 -- CLOSING ROLL CALL.

Present: Sieber, De Wane, Nicholson, Hoyer, Hopp, Haefs, Erickson, Evans, Vander Leest, Zima, Buckley, La Violette, Katers, Kaster, Van Dyck, Jamir, Robinson, Clancy, Campbell, Moynihan, Steffen, Carpenter, Lund, Fewell

Excused: Landwehr, Dantine

Total Present: 24 Total Excused: 2

No. 15 -- ADJOURNMENT TO WEDNESDAY, OCTOBER 16, 2013, AT 7:00 P.M., LEGISLATIVE ROOM #203, CITY HALL, 100 NORTH JEFFERSON STREET, GREEN BAY, WISCONSIN.

A motion was made by Supervisor Fewell and seconded by Supervisor Haefs **“to adjourn to the above date and time”**. Voice vote taken. Motion carried unanimously with no abstentions.

Meeting adjourned at 8:53 p.m.

ls/ Sandra L. Juno

SANDRA L. JUNO
Brown County Clerk